

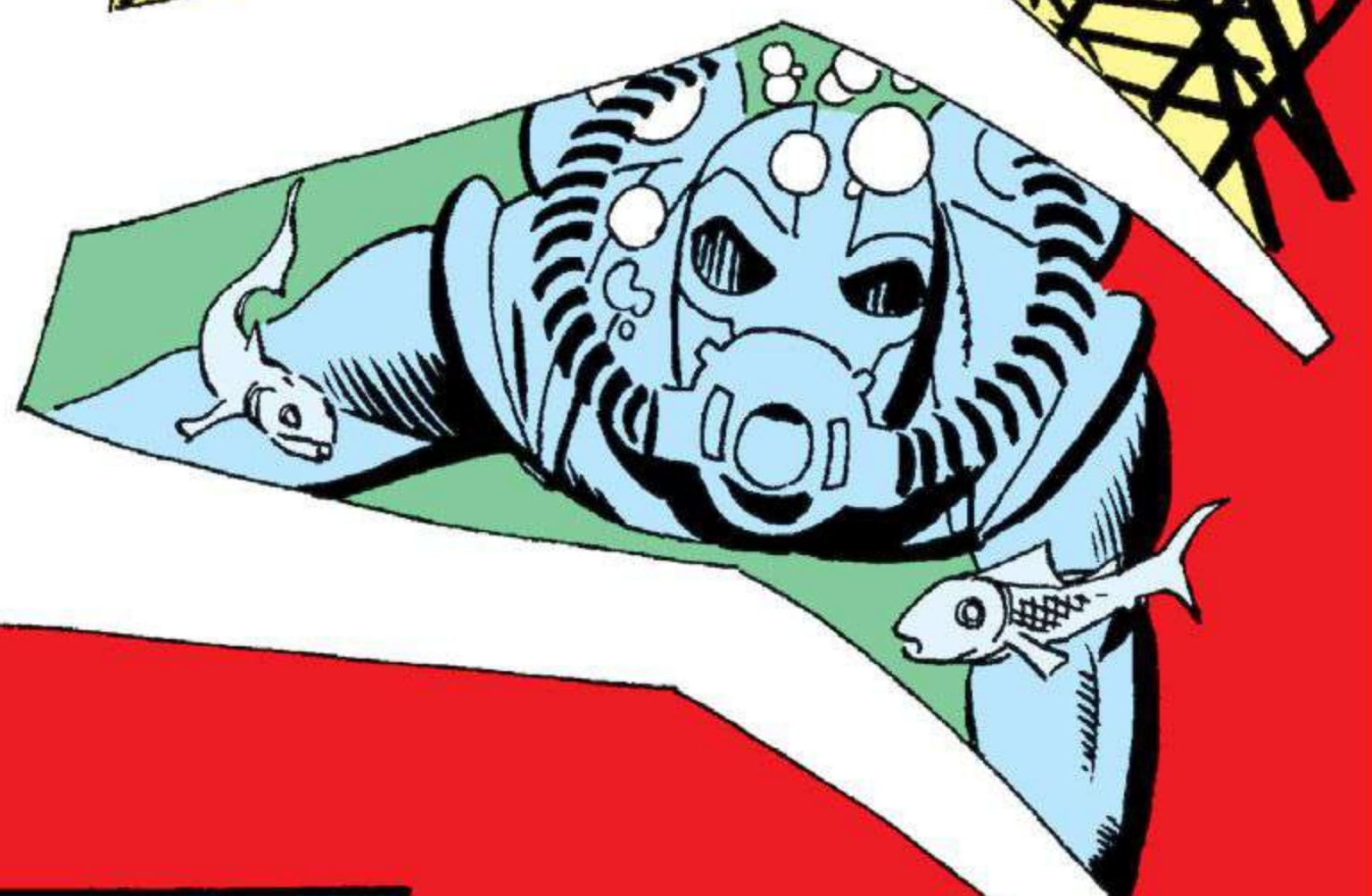
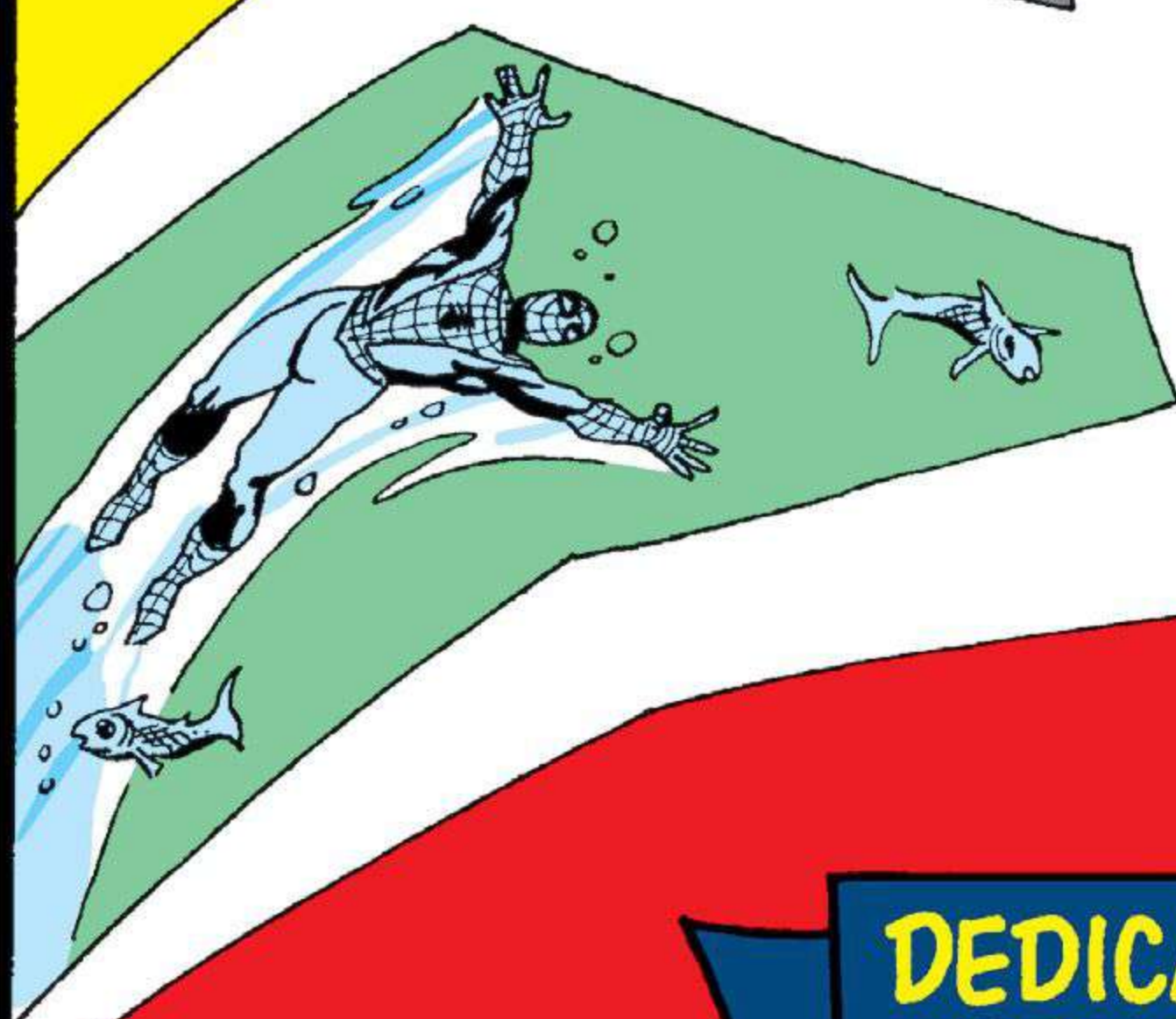
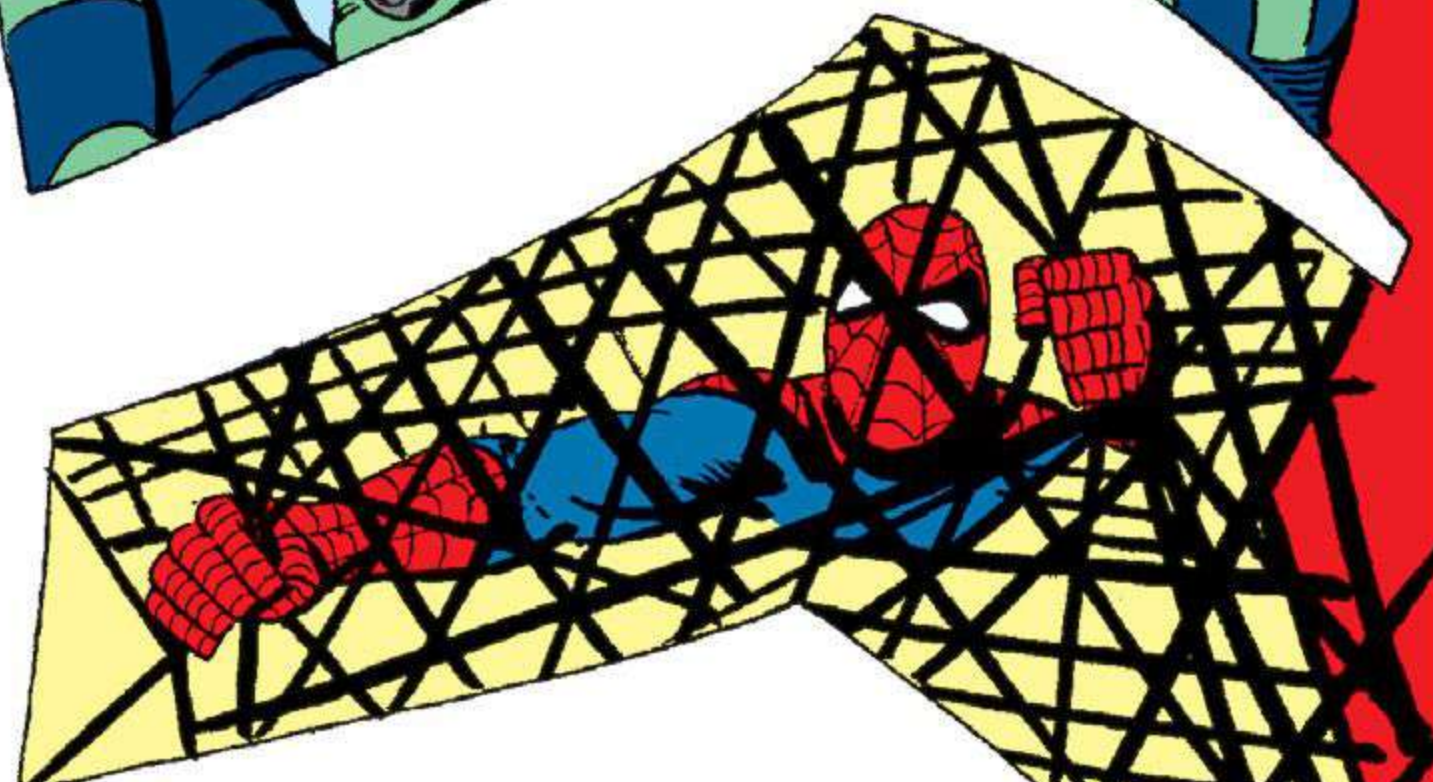
MARVEL
POP
ART
PRODUCTIONS

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

31
DEC

"IF THIS BE MY DESTINY..."



**DEDICATED TO YOU, THE
GREAT NEW MARVEL
BREED OF READER!**

The AMAZING SPIDER-MAN!

**"IF THIS
BE MY
DESTINY...!"**

A
NEW ERA IN
THE LIFE OF
SPIDER-MAN
IS ABOUT TO
BEGIN, AND YOU
SHALL LIVE IT
WITH HIM!



Masterful Script by: **STAN LEE**
Magnificent Artwork by: **STEVE DITKO**
Mellifluous Lettering by: **SAM ROSEN**

IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...

SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!

WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!

IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!

HEY! WHAT'S GOING ON...?? UHH... **KOFF** **KOFF**

A **GUARD!** ONE QUICK DOSE OF **SLEEP-GAS** WILL CURB HIS CURIOSITY!

ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!

BUT, DUE TO THE FACT THAT **ANOTHER** NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...

WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING **GOOD!**

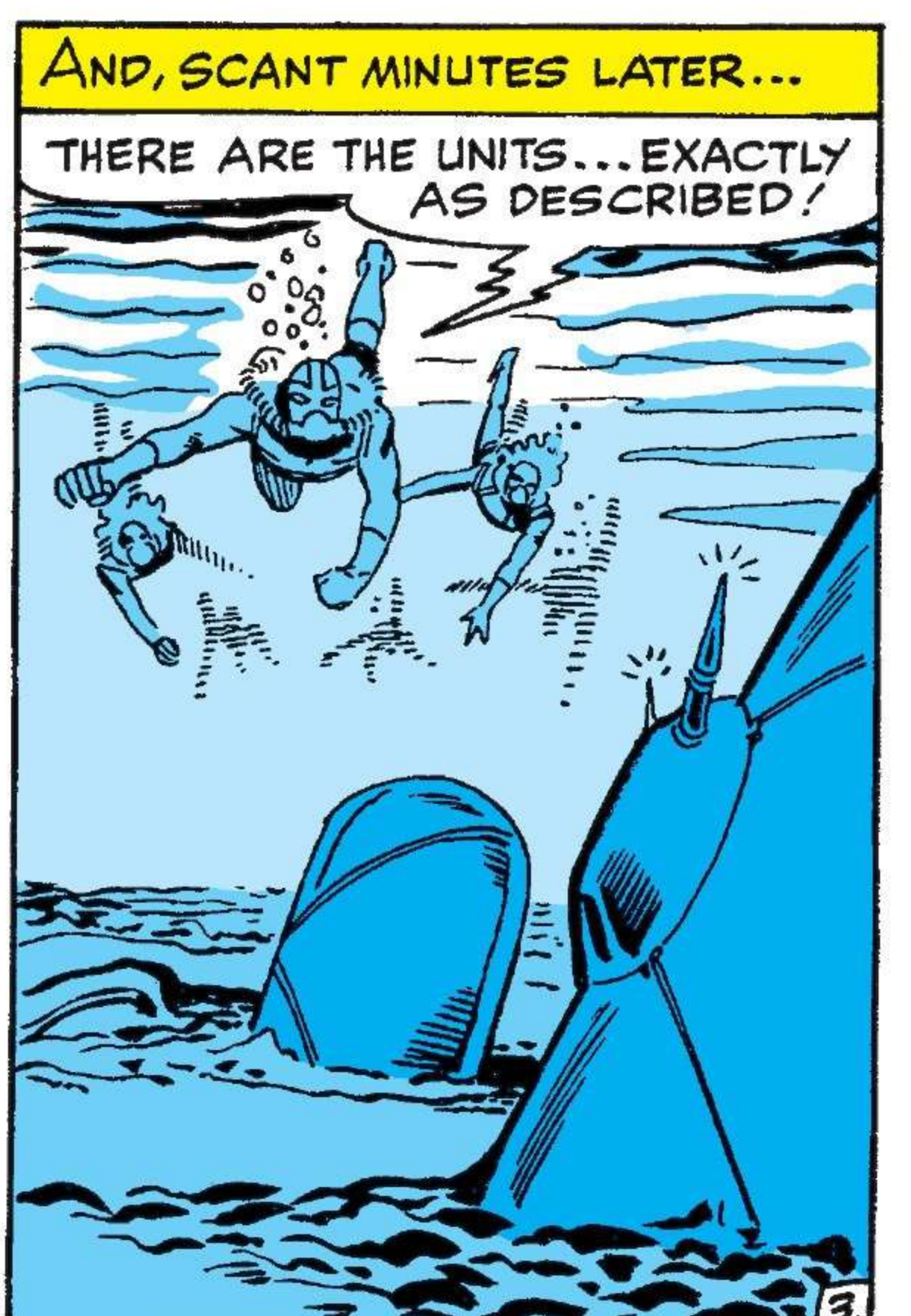
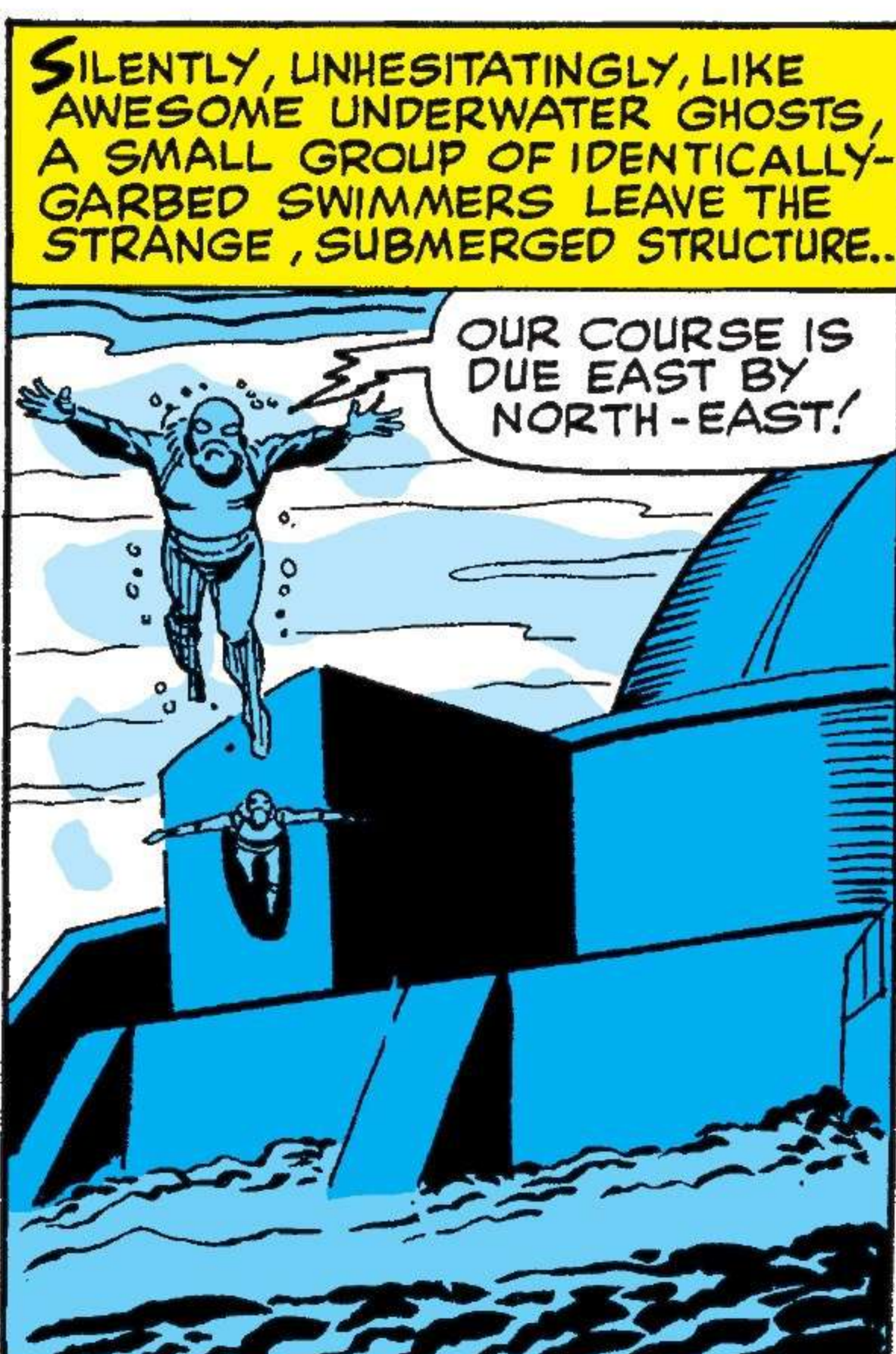
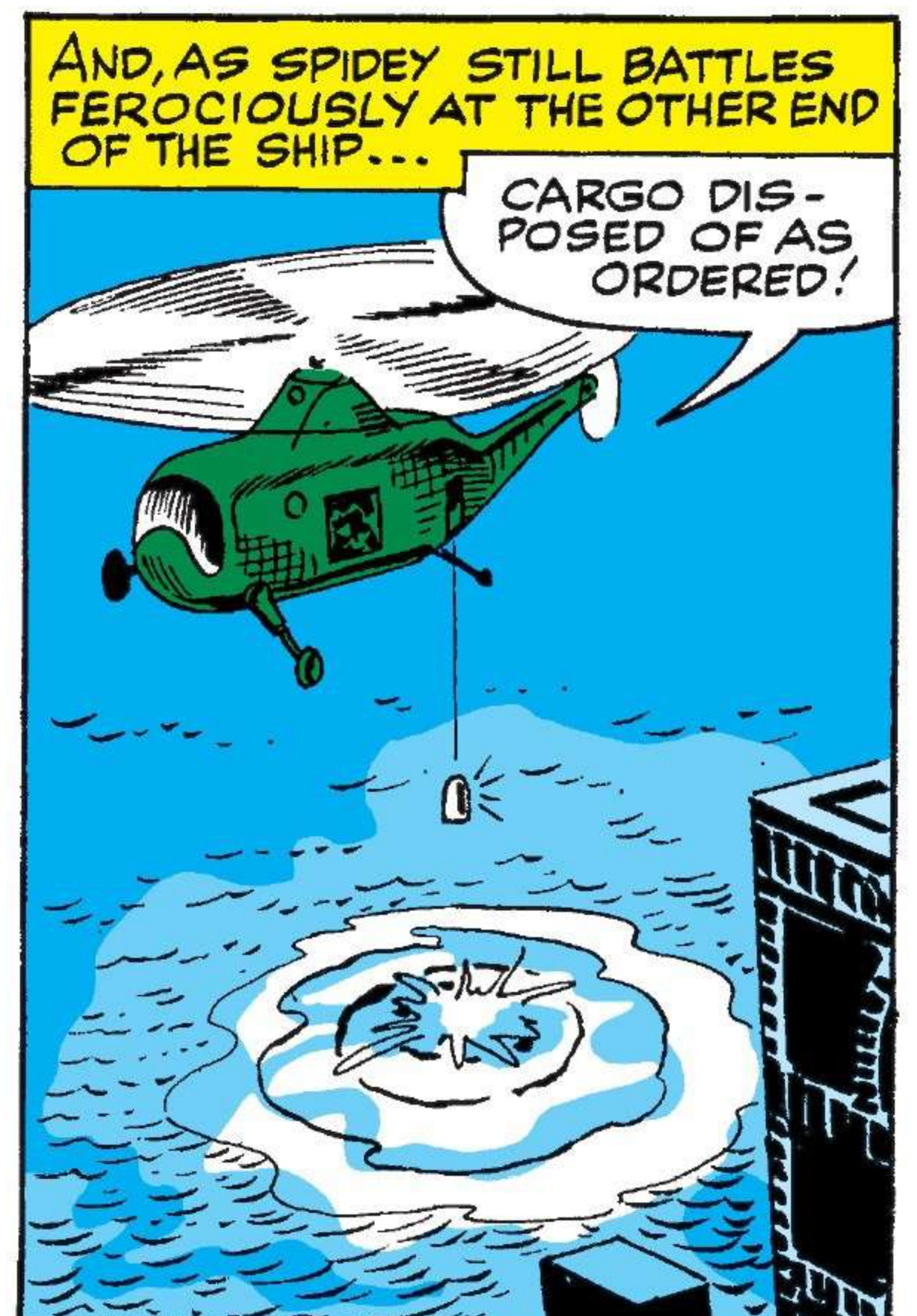
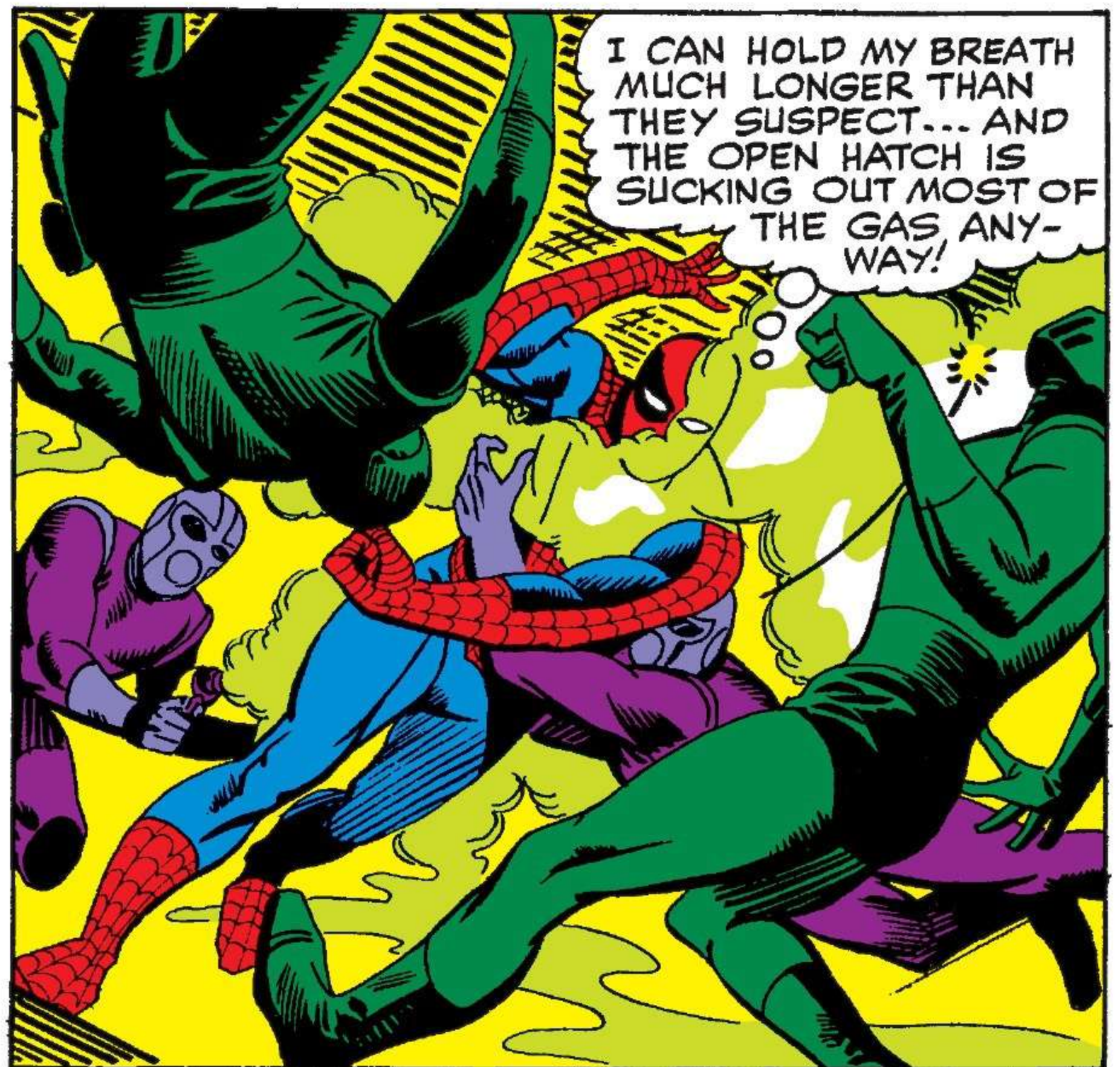
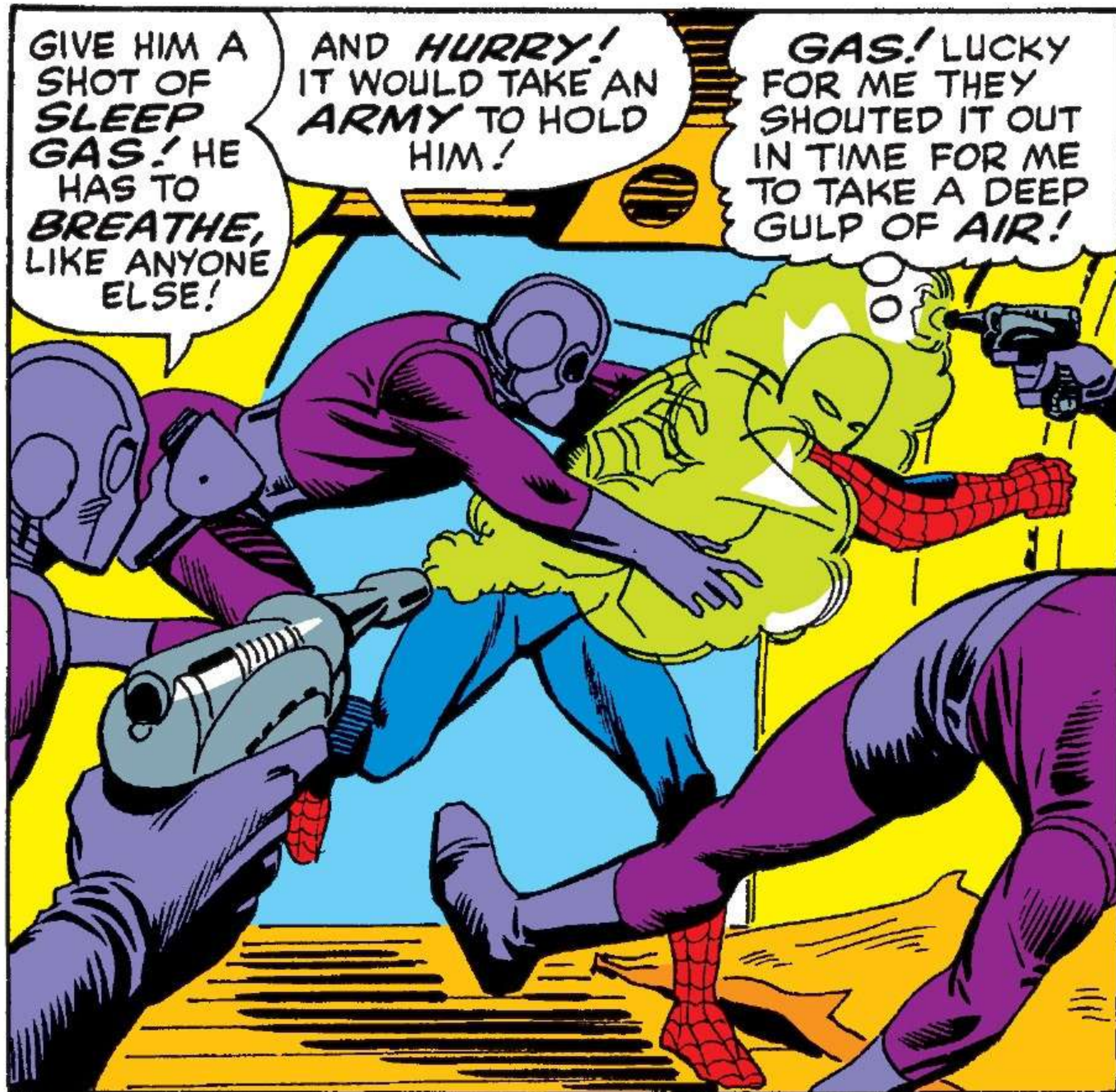
SO THEIR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** WILL JUST TAG ALONG!

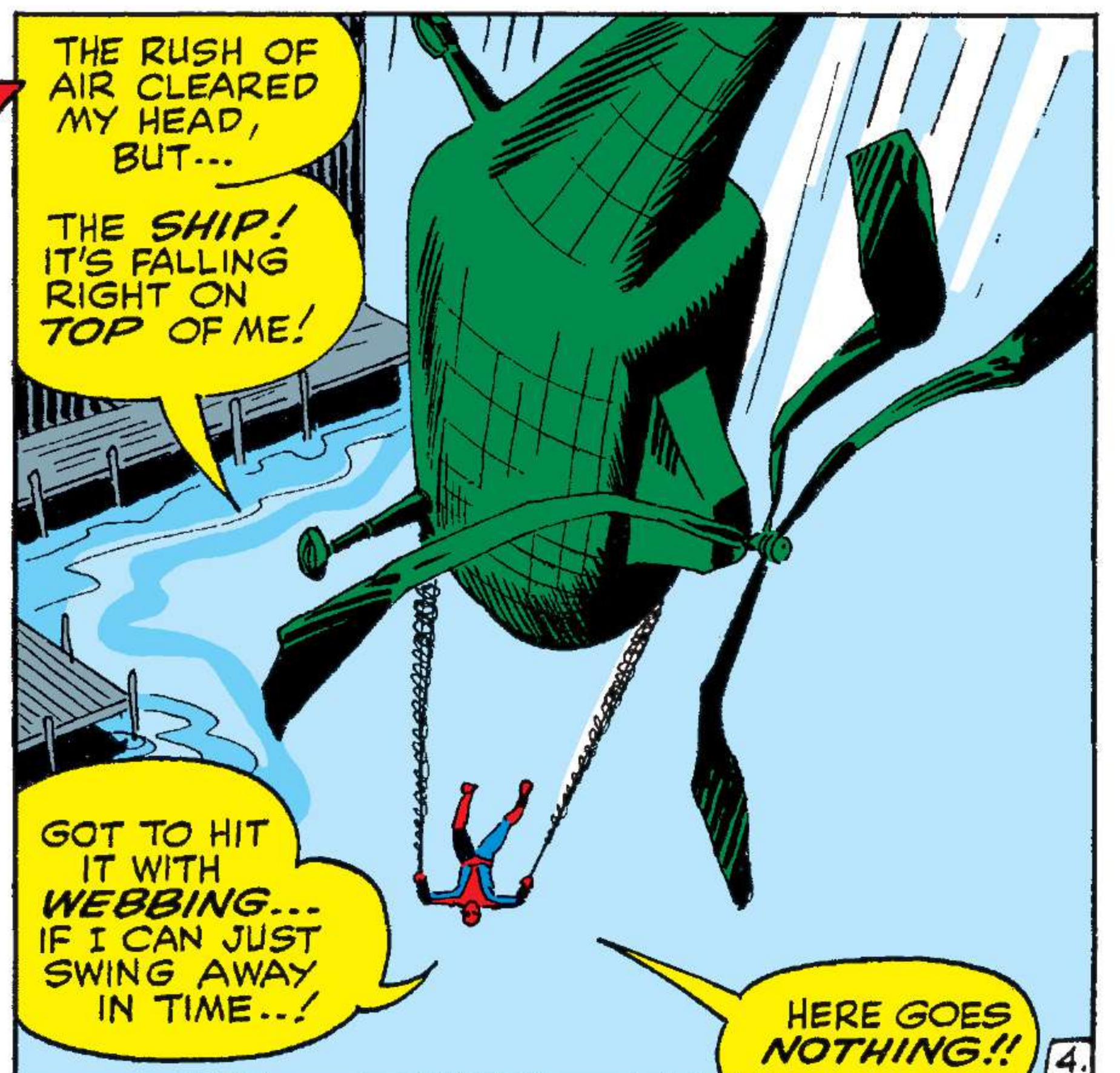
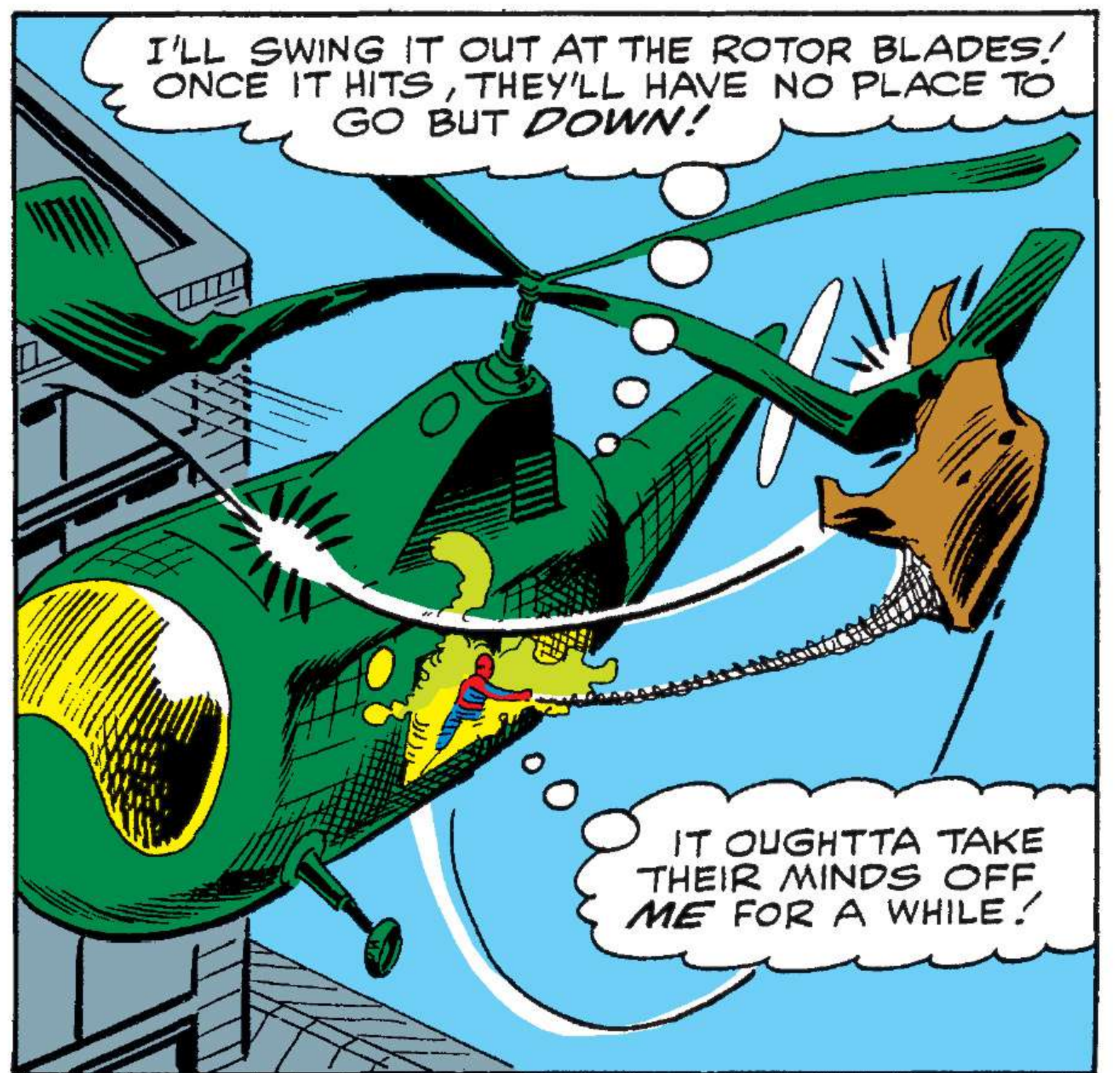
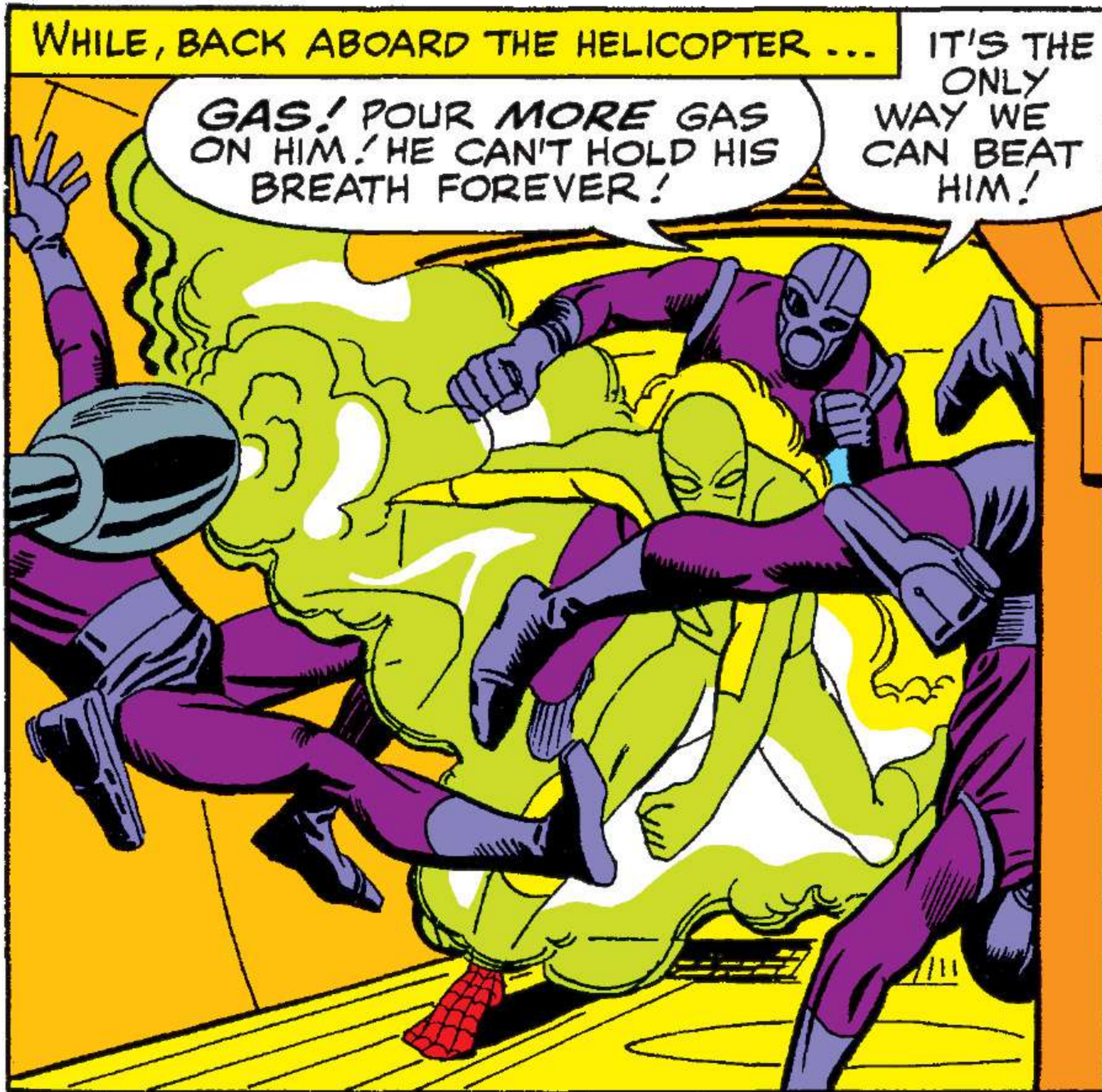
ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE **THIS** MUST BE REAL **OPERATORS!**

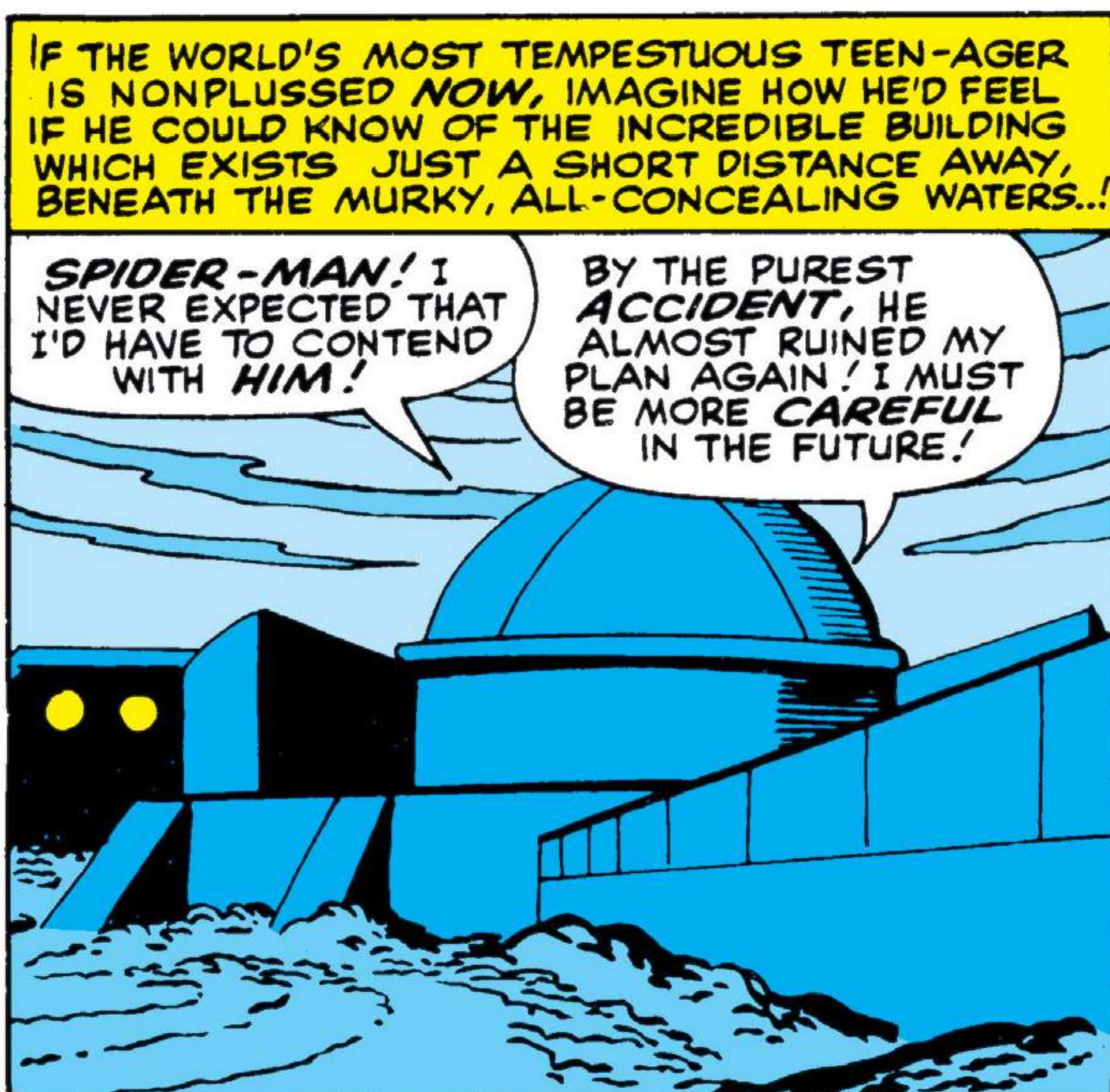
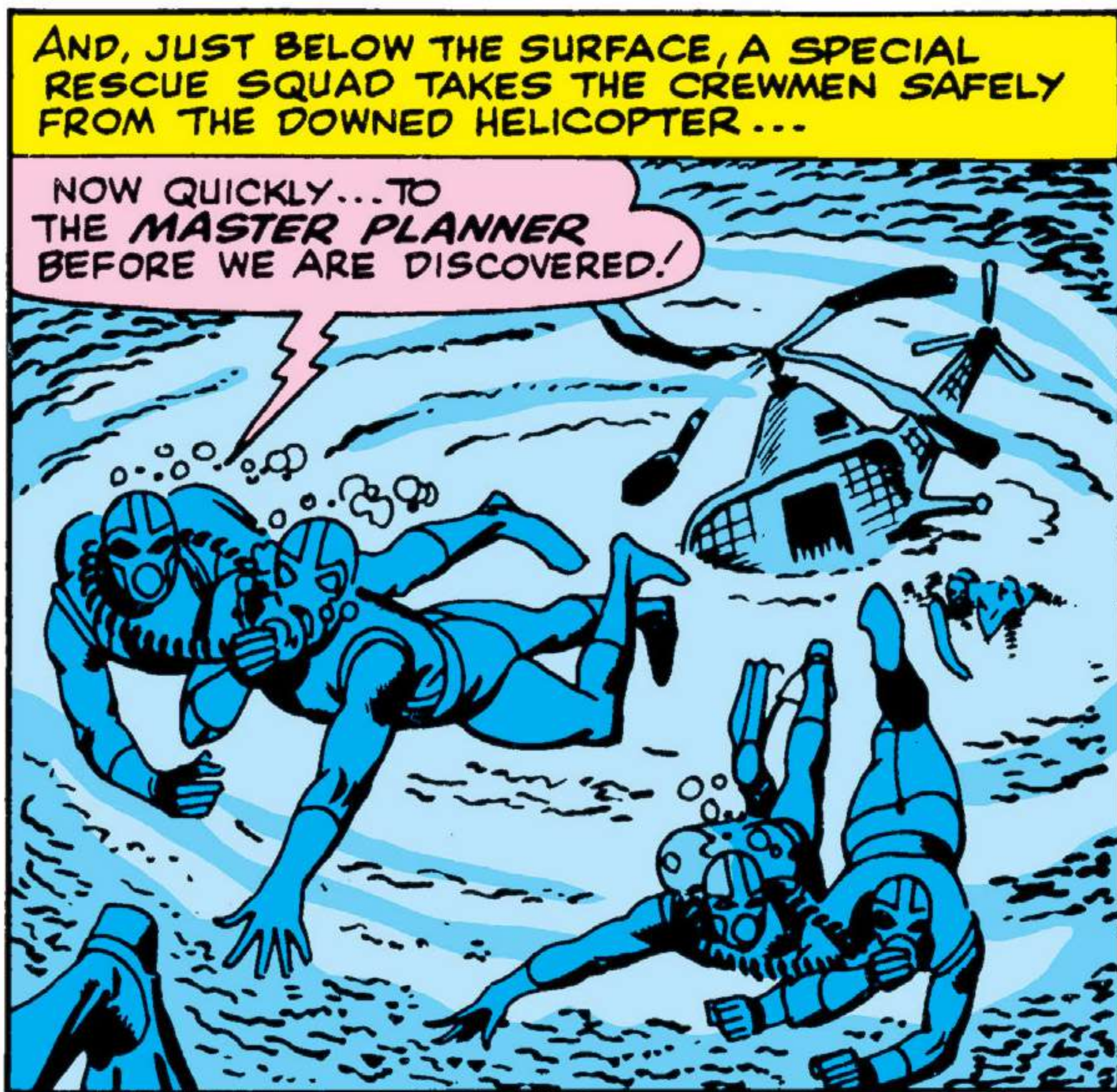
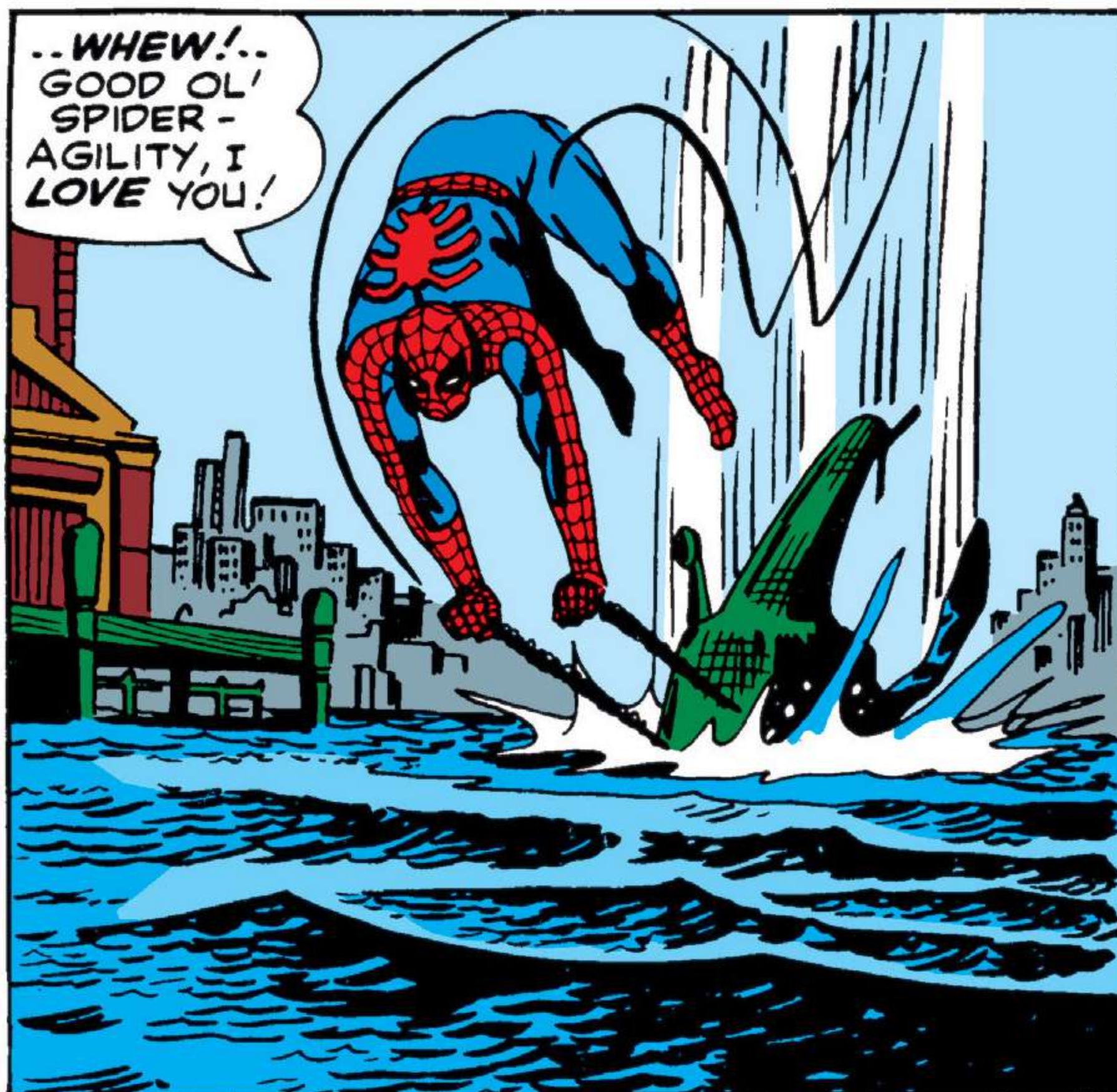
IT'S NICE TO KNOW I'M SWINGIN' IN THE **BIG TIME!**

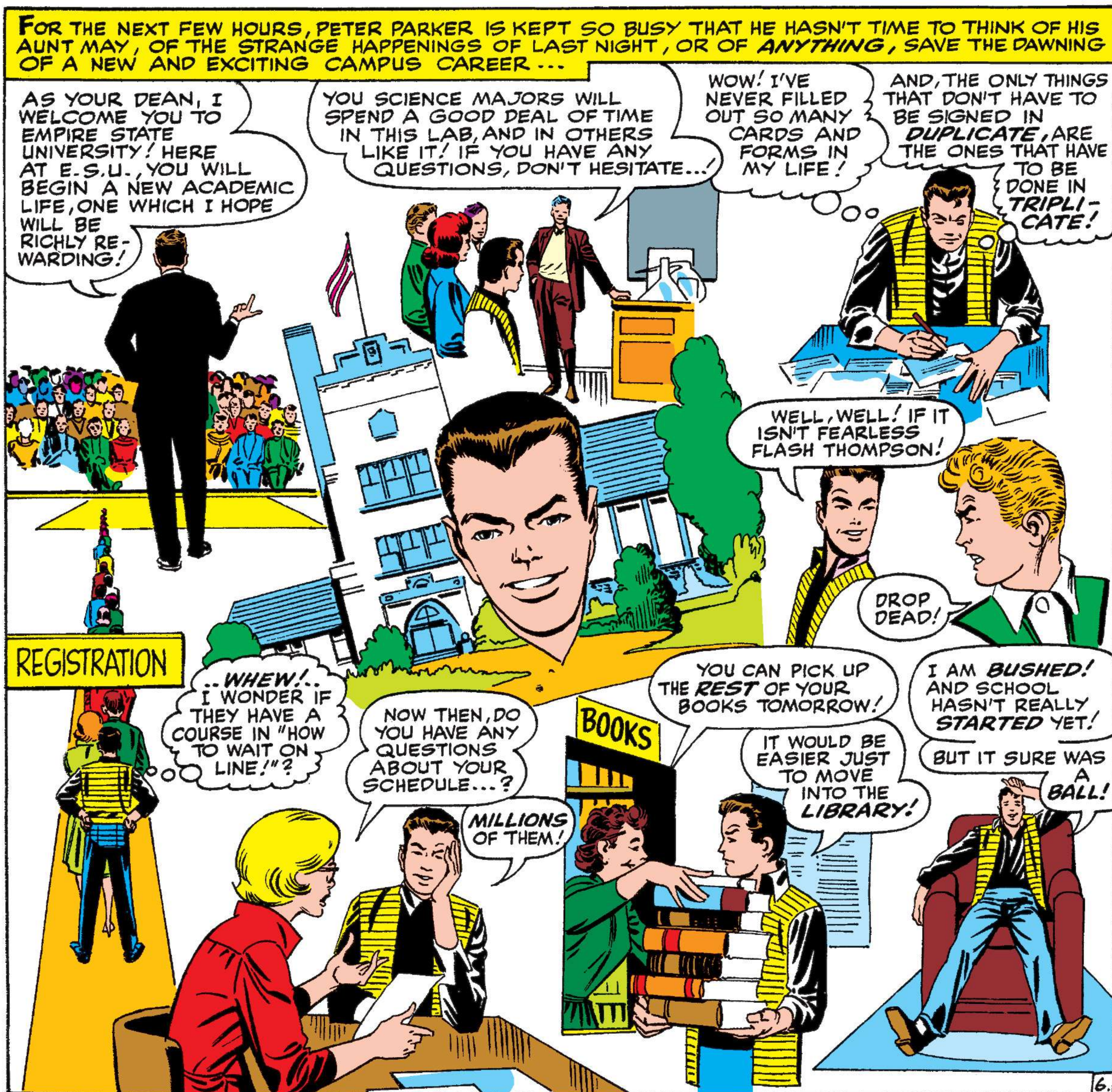
IT'S **SPIDER-MAN!** GIVE THE GENT A **CIGAR!** YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW **THIS TIME!**

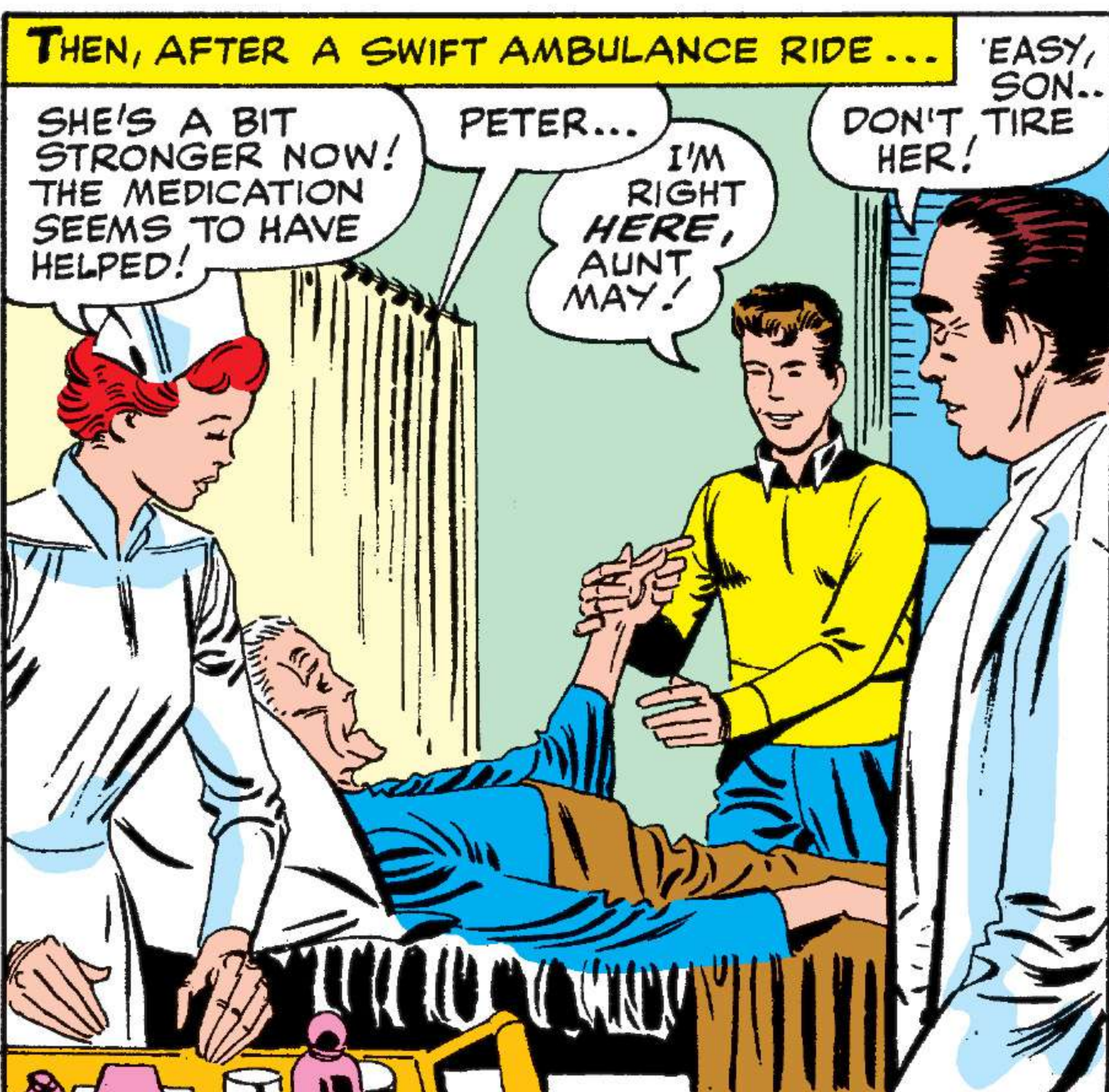
THOOM!

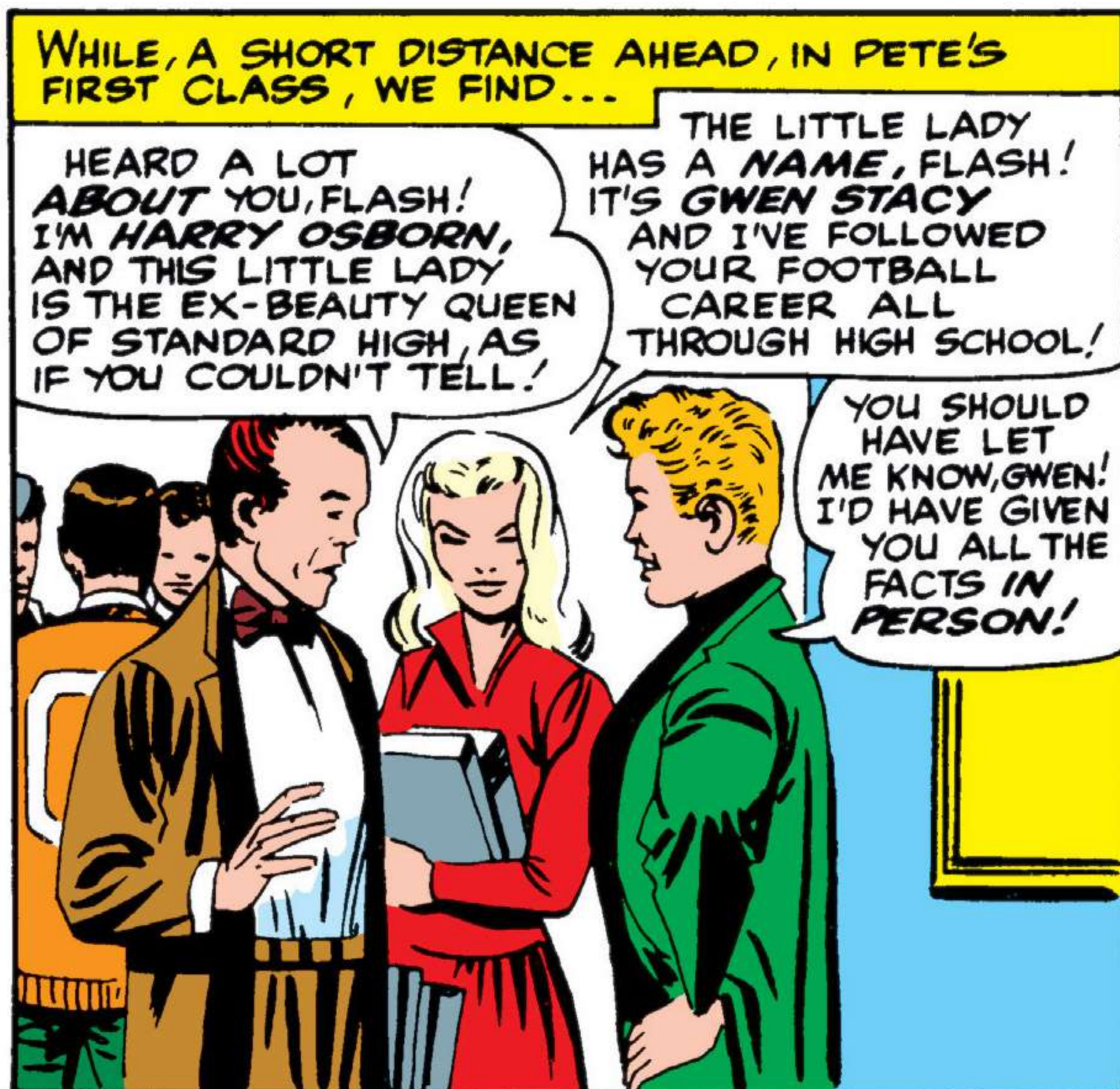
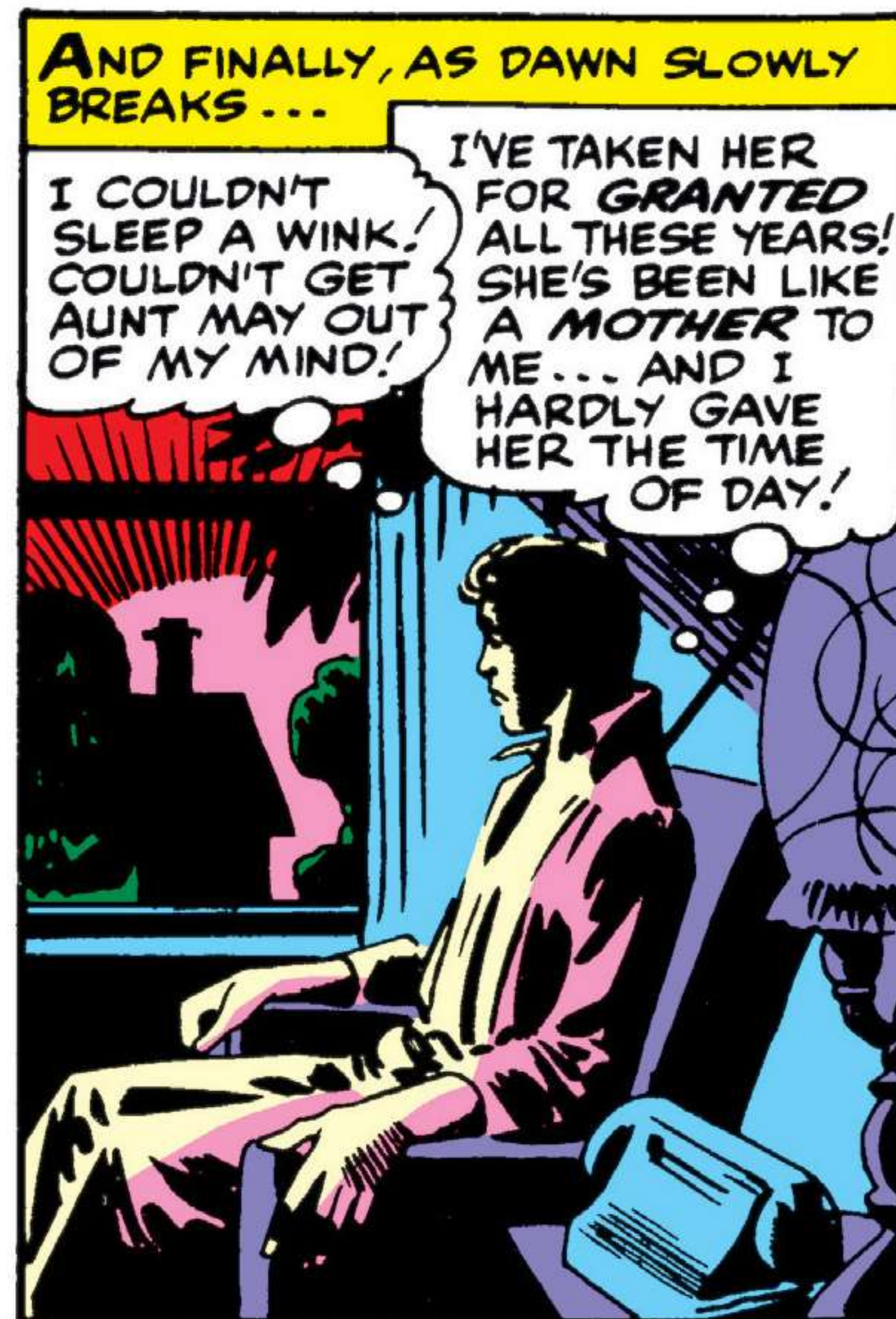


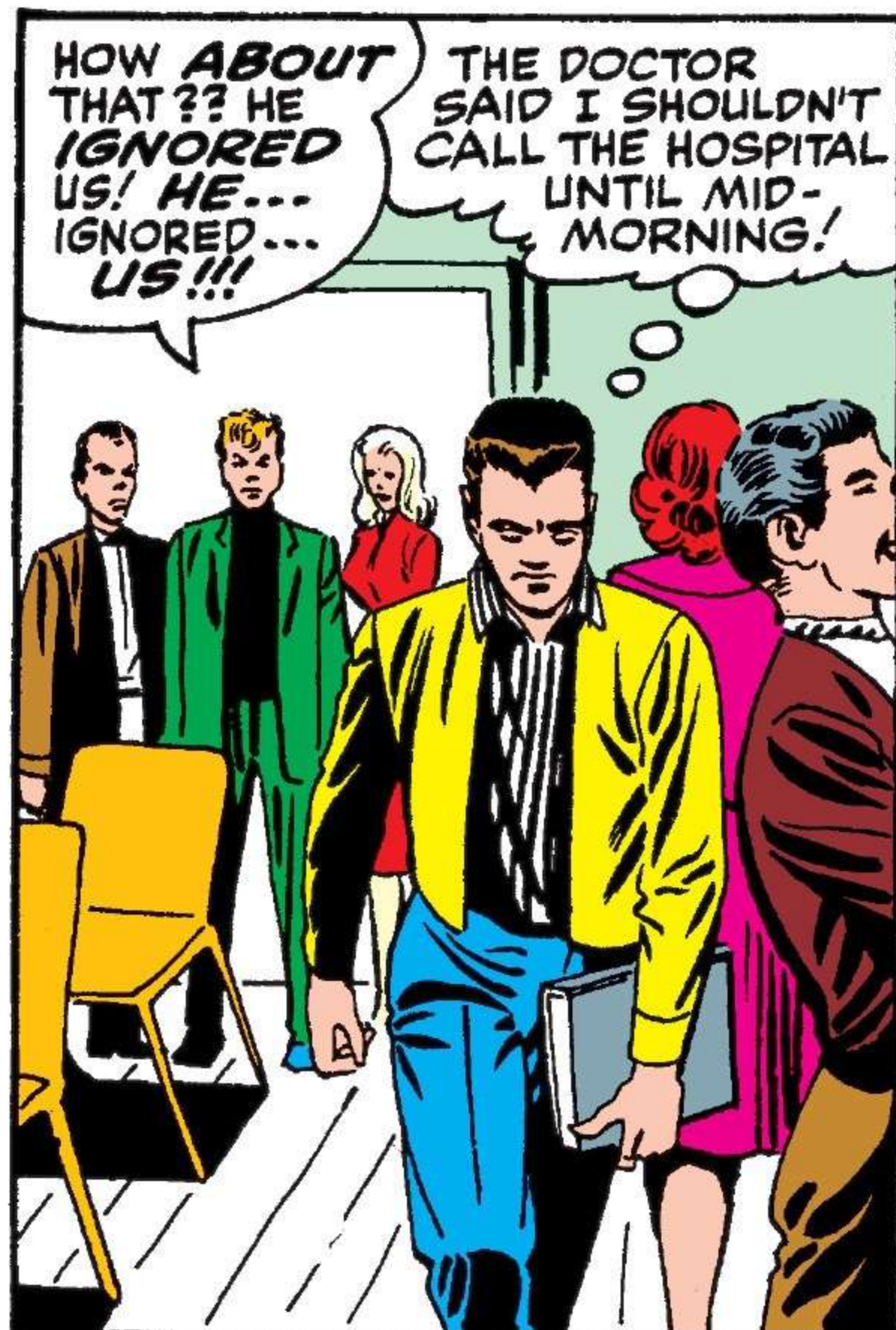






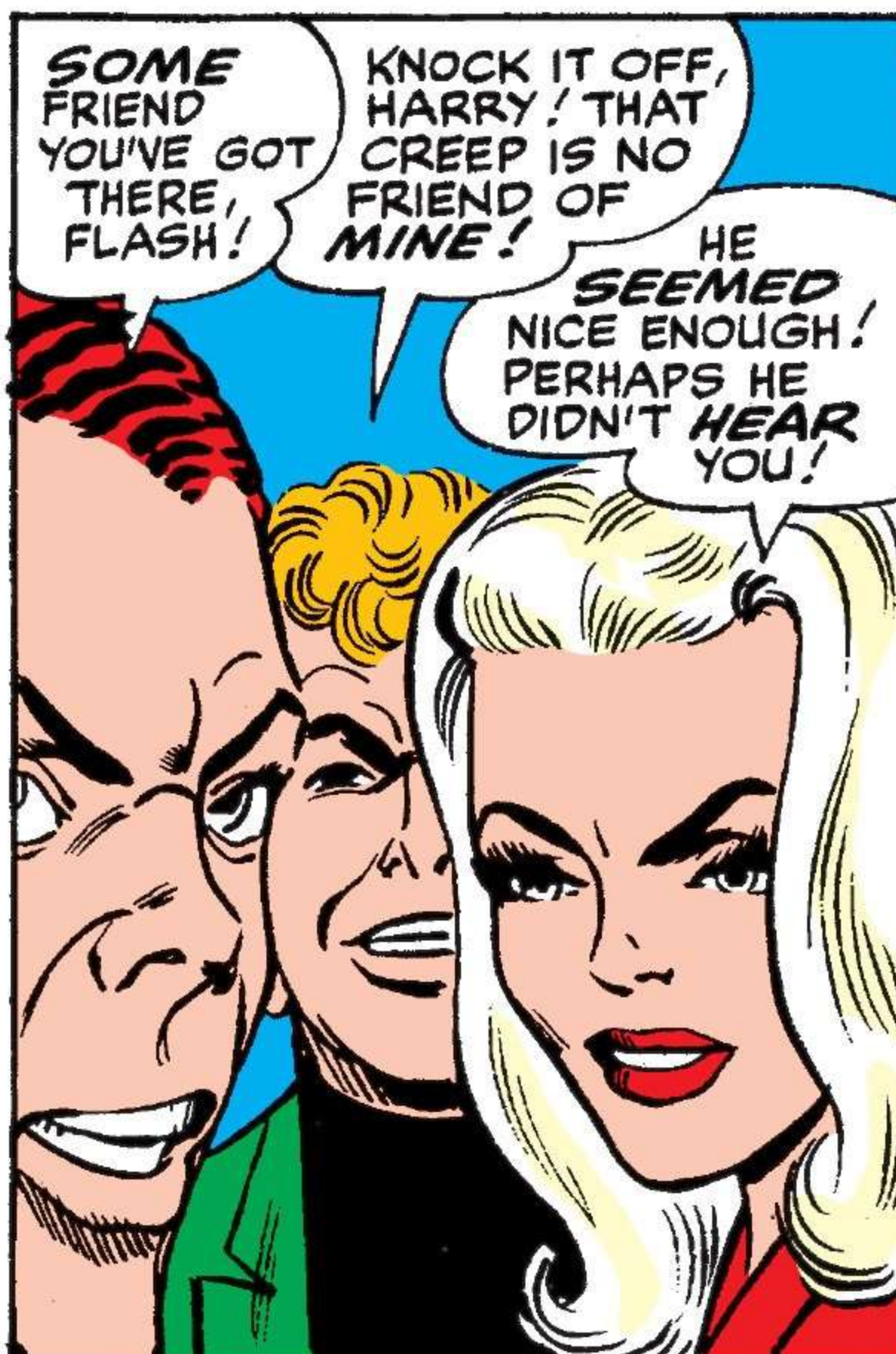






HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!

THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!



SOME FRIEND YOU'VE GOT THERE, FLASH!

KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!

HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!



AND, AS THE FIRST CLASS BEGINS...

HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER... AND VERY ATTRACTIVE!

I'VE GOT TO TRY TO FORGET AUNT MAY... AND CONCENTRATE ON THE PROF!



THEN, BETWEEN CLASSES...

THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!

HI, PETE! HOW'S IT GOIN'?

THERE'S JUST TIME FOR ONE PHONE CALL!



WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!

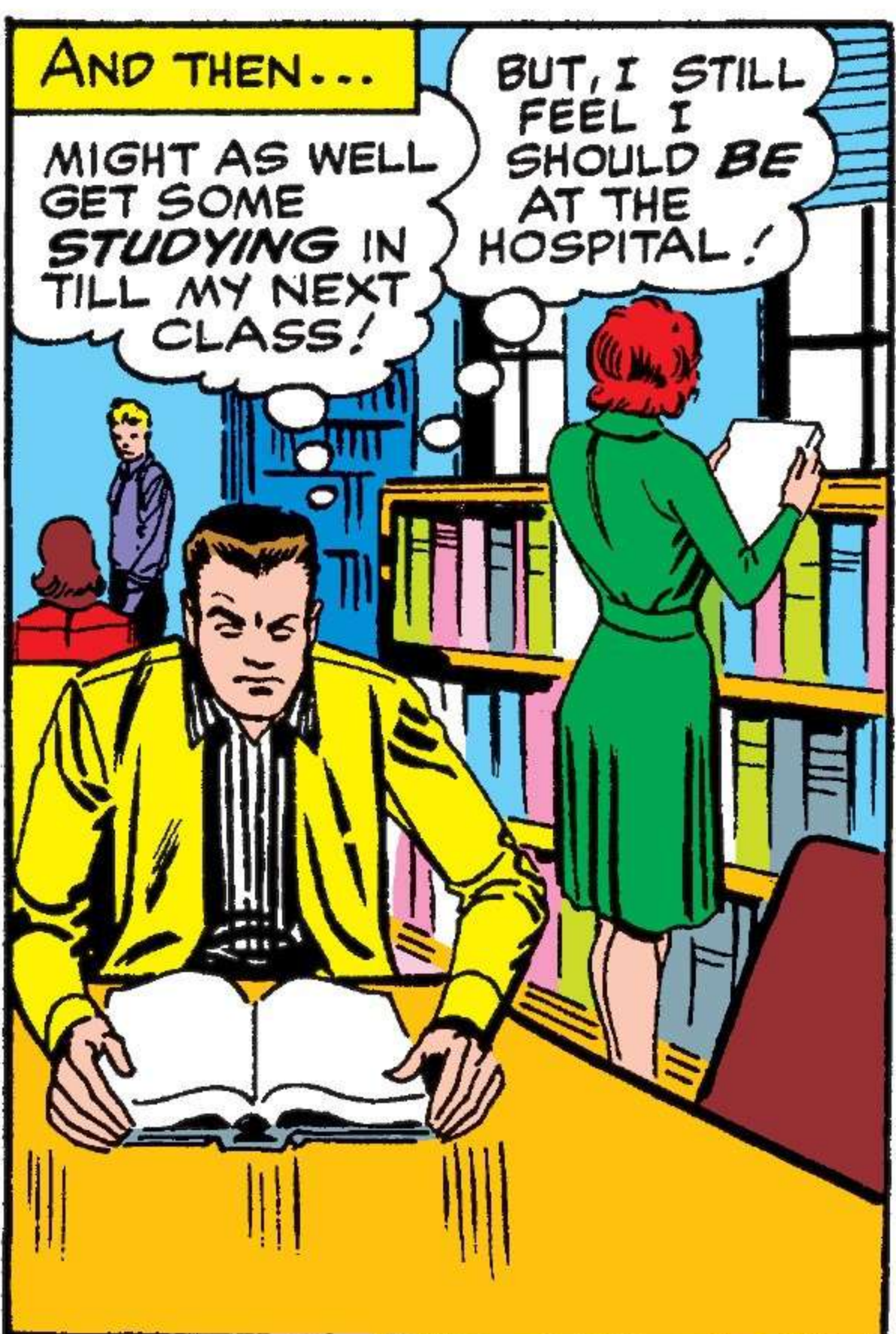
IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!

HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!



WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...

STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!



AND THEN...

MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!

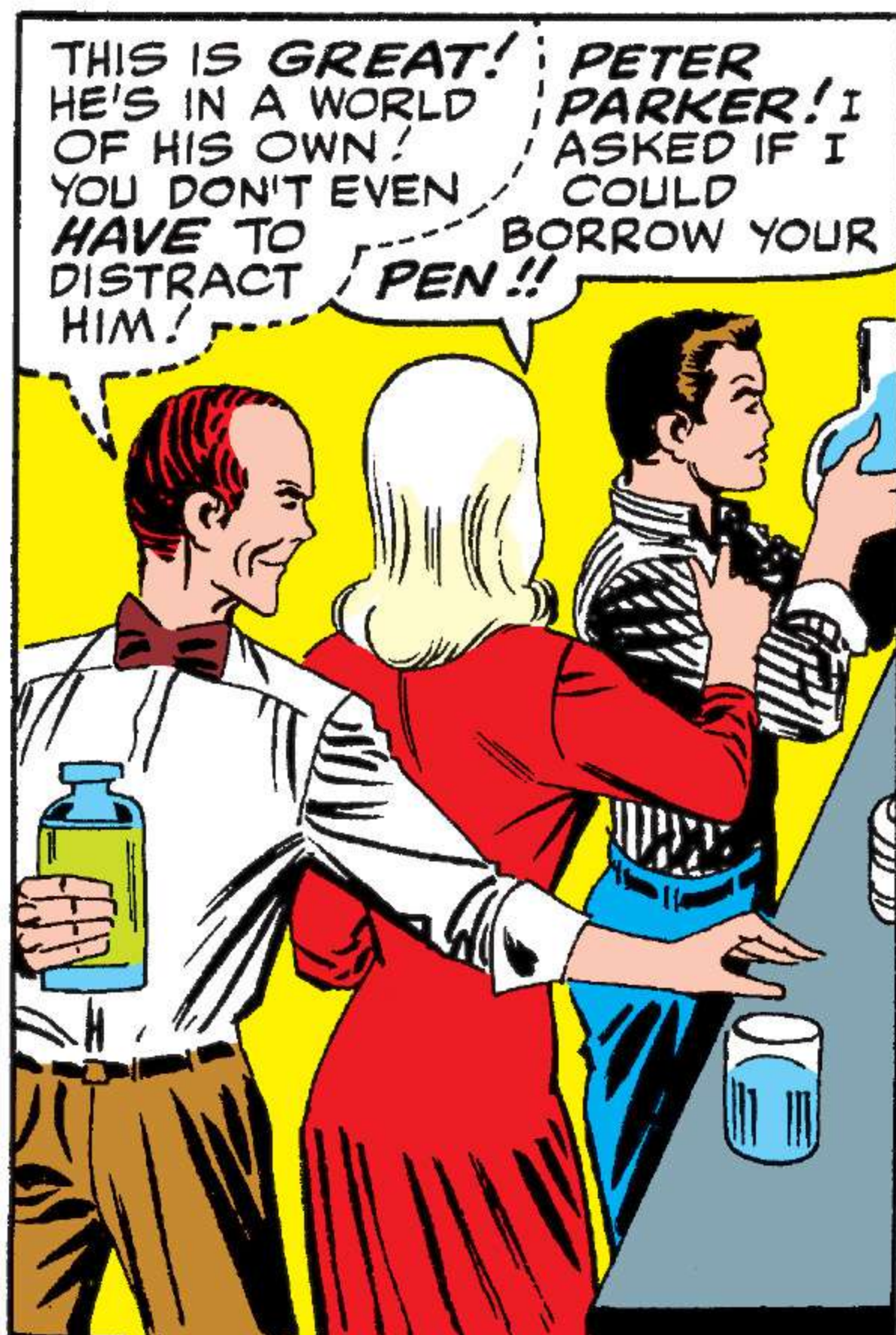
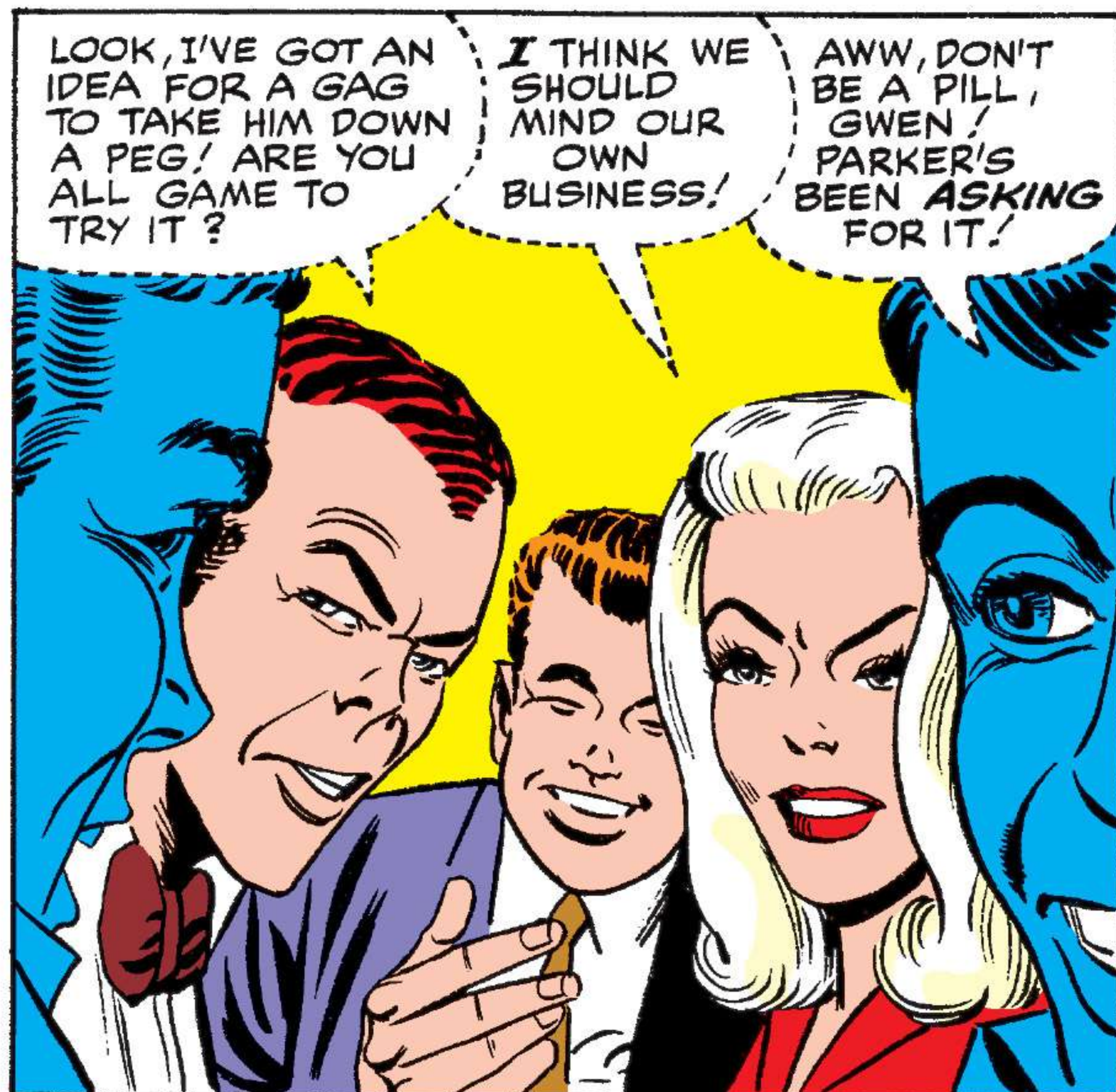
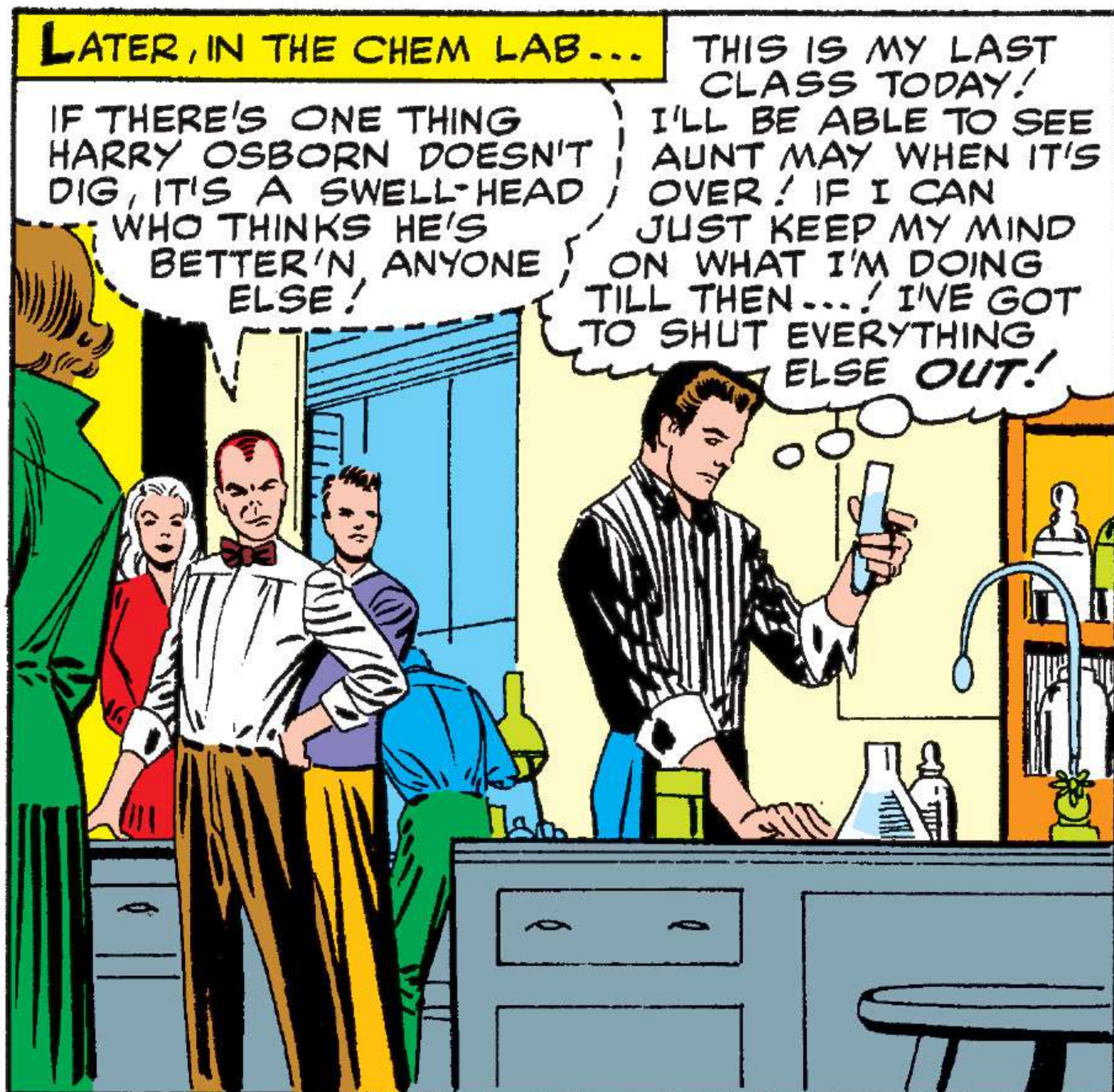
BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!



IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!



AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!





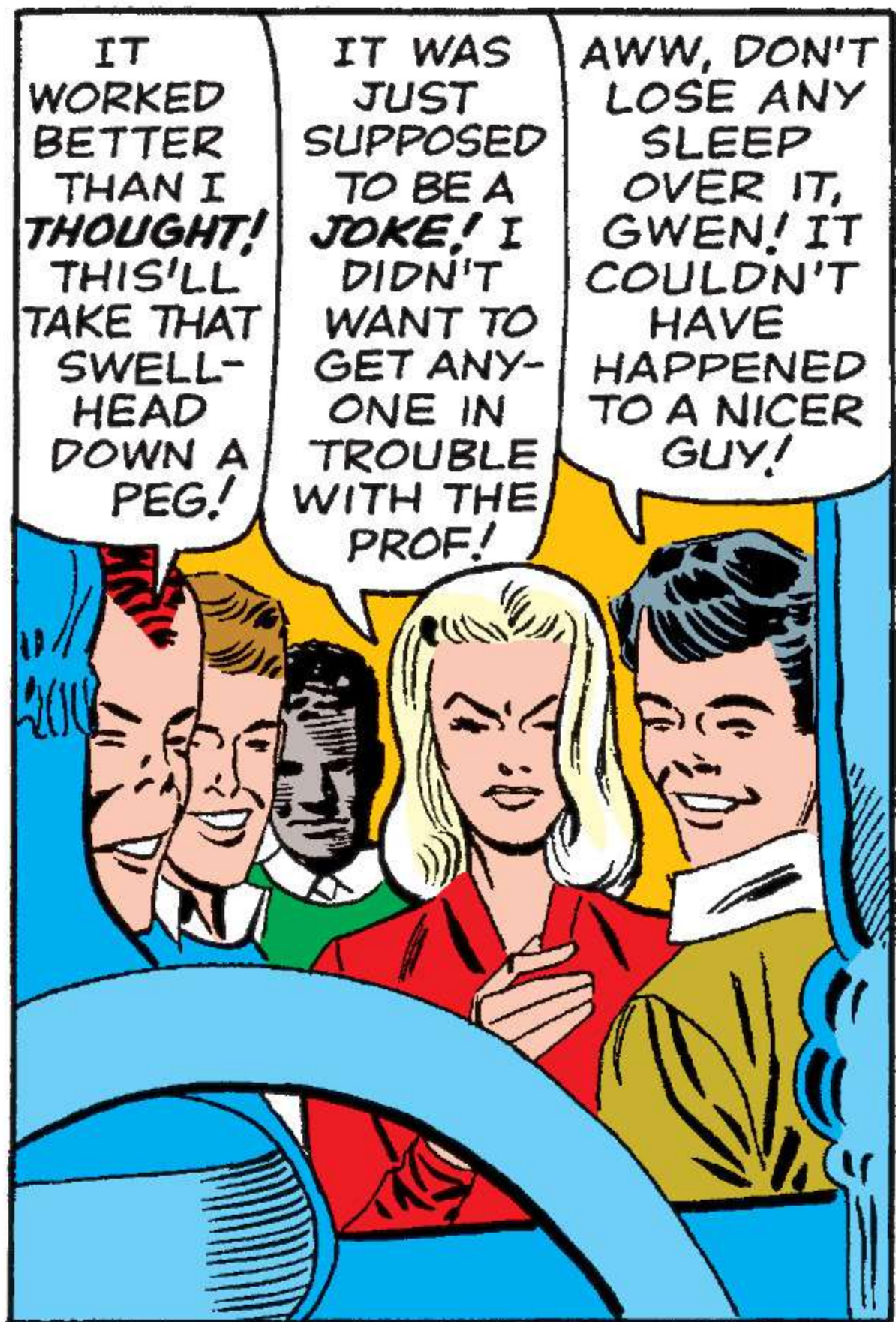
THE CHEMICALS *IGNITED!*
BUT, THAT'S *IMPOSSIBLE!*
THEY *COULDN'T* HAVE!
THEY WERE ALL
COMPLETELY *STABLE!*



IS THAT
QUITE
CLEAR?

YES
SIR!
I-I'M
SORRY--!

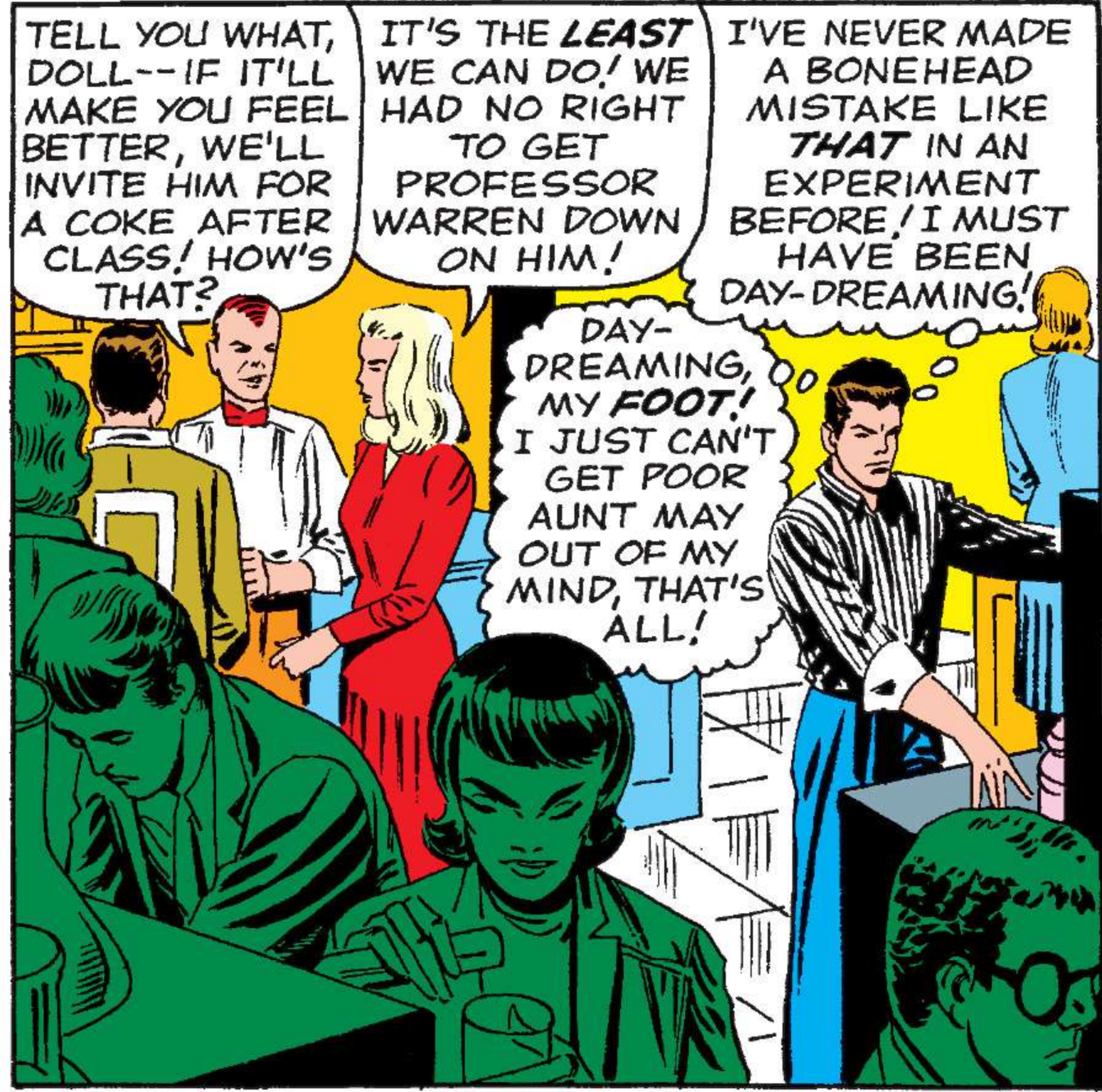
HE THINKS
I DID IT
PURPOSELY!
BUT, HOW *DID*
IT HAPPEN?



IT
WORKED
BETTER
THAN I
THOUGHT!
THIS'LL
TAKE THAT
SWELL-
HEAD
DOWN A
PEG!

IT WAS
JUST
SUPPOSED
TO BE A
JOKE! I
DIDN'T
WANT TO
GET ANY-
ONE IN
TROUBLE
WITH THE
PROF!

AWW, DON'T
LOSE ANY
SLEEP
OVER IT,
GWEN! IT
COULDN'T
HAVE
HAPPENED
TO A NICER
GUY!



TELL YOU WHAT,
DOLL-- IF IT'LL
MAKE YOU FEEL
BETTER, WE'LL
INVITE HIM FOR
A COKE AFTER
CLASS! HOW'S
THAT?

IT'S THE *LEAST*
WE CAN DO! WE
HAD NO RIGHT
TO GET
PROFESSOR
WARREN DOWN
ON HIM!

I'VE NEVER MADE
A BONEHEAD
MISTAKE LIKE
THAT IN AN
EXPERIMENT
BEFORE! I MUST
HAVE BEEN
DAY-DREAMING!

DAY-
DREAMING,
MY *FOOT!*
I JUST CAN'T
GET POOR
AUNT MAY
OUT OF MY
MIND, THAT'S
ALL!



THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...

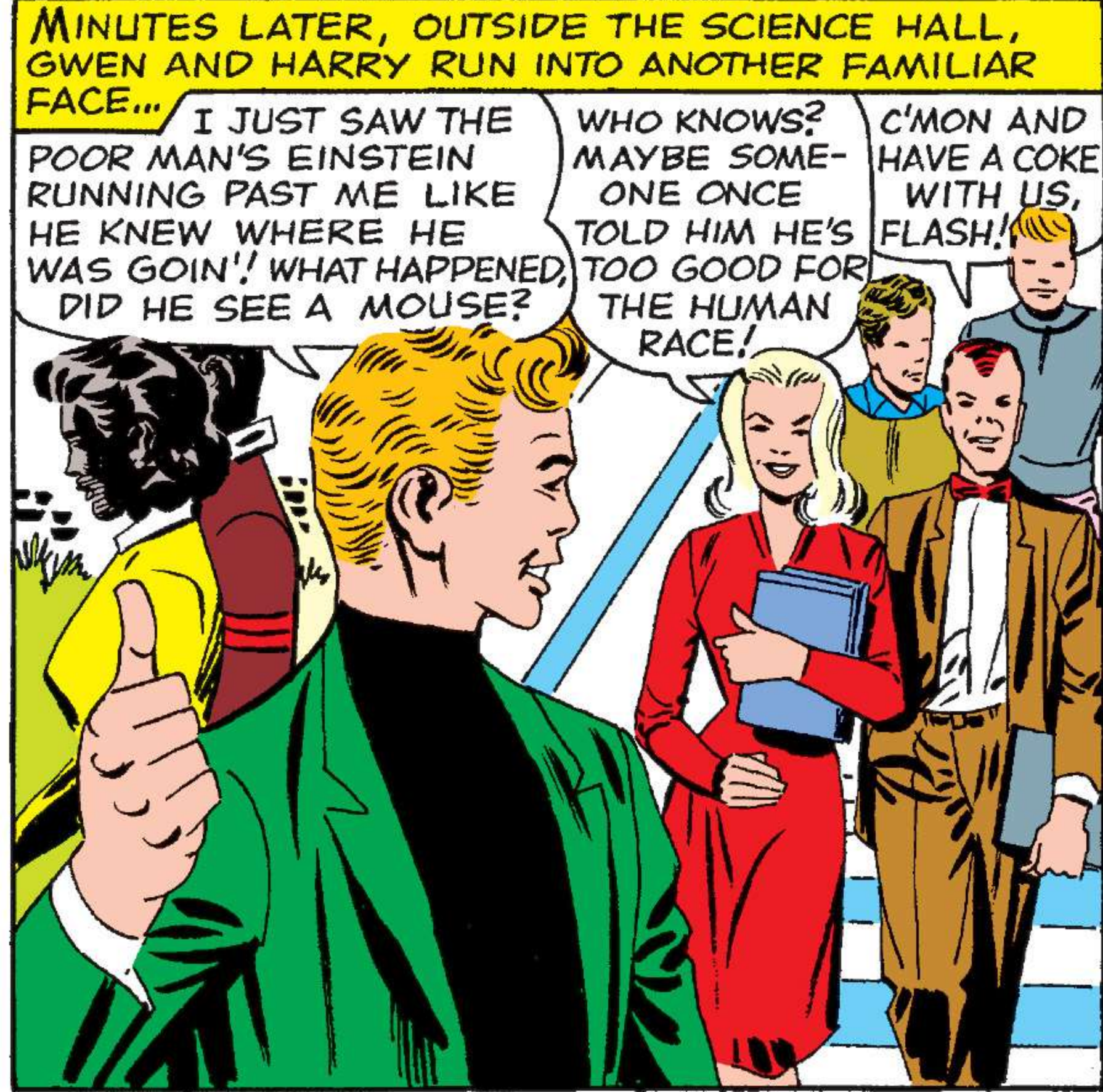
HEY, PARKER
--THE GANG'S
GOING ACROSS
THE STREET
FOR SOME
SODAS! HOW
ABOUT--?

SORRY, I *CAN'T!*
I'VE GOT TO
RUSH NOW!

WELL,
GWEN,
WE
TRIED!
GOT ANY
OTHER
SUGGES-
TIONS?

I JUST
DON'T
*UNDER-
STAND*
HIM,
HARRY!

BOY!
HOW UN-
SOCIAL
CAN YOU
BE?

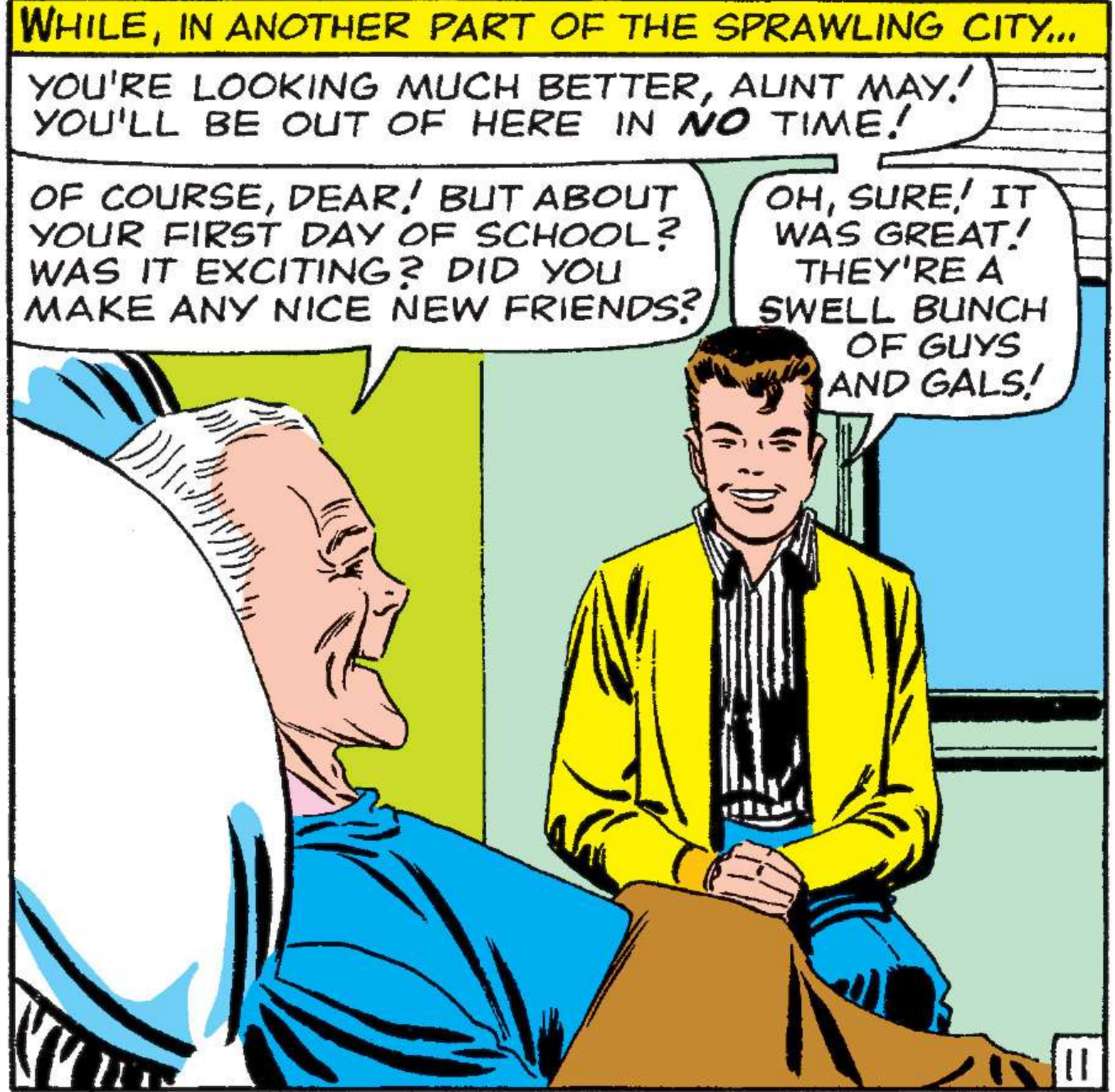


MINUTES LATER, OUTSIDE THE SCIENCE HALL,
GWEN AND HARRY RUN INTO ANOTHER FAMILIAR
FACE...

I JUST SAW THE
POOR MAN'S EINSTEIN
RUNNING PAST ME LIKE
HE KNEW WHERE HE
WAS GOIN'! WHAT HAPPENED,
DID HE SEE A MOUSE?

WHO KNOWS?
MAYBE SOME-
ONE ONCE
TOLD HIM HE'S
TOO GOOD FOR
THE HUMAN
RACE!

C'MON AND
HAVE A COKE
WITH US,
FLASH!

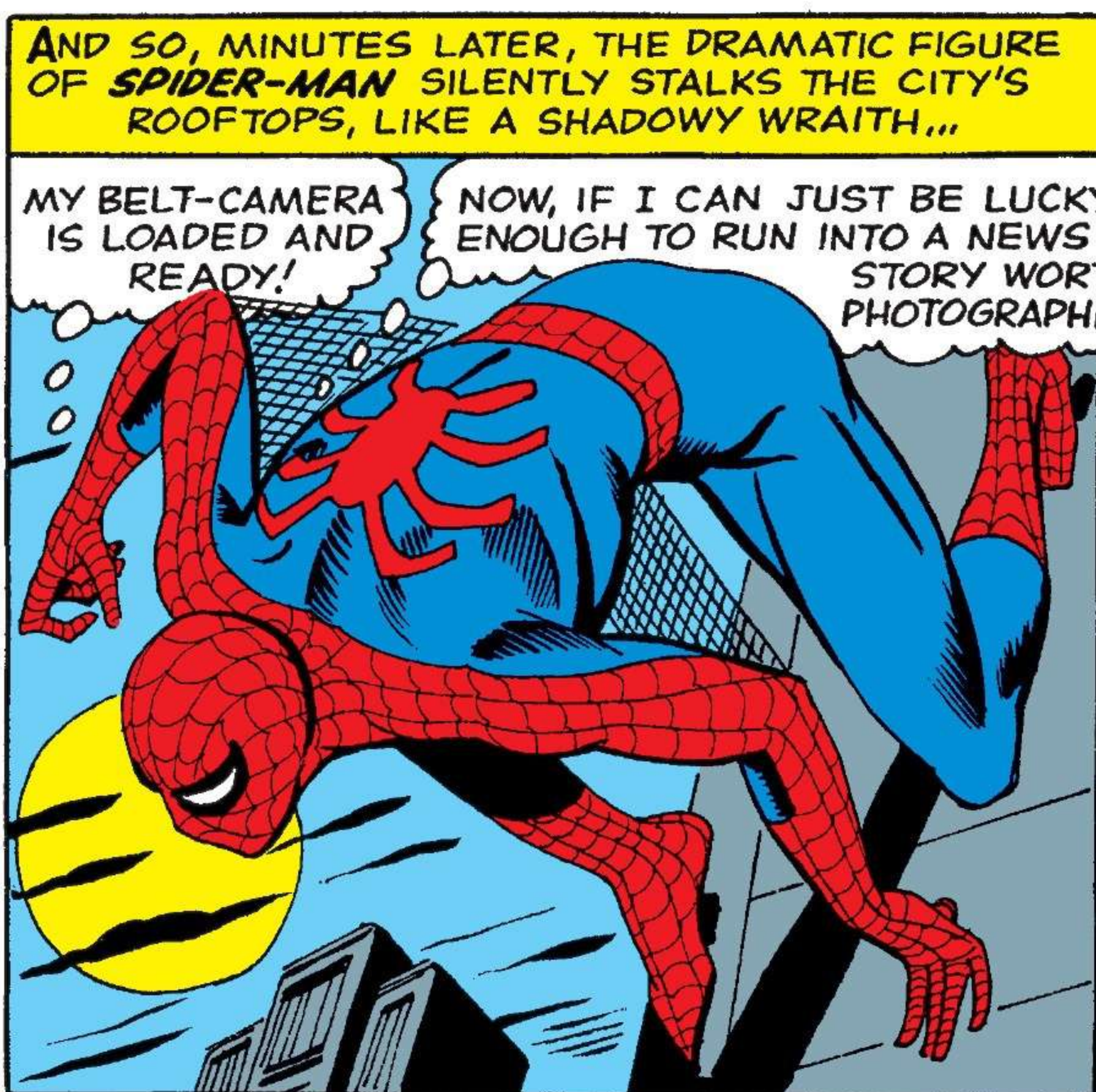
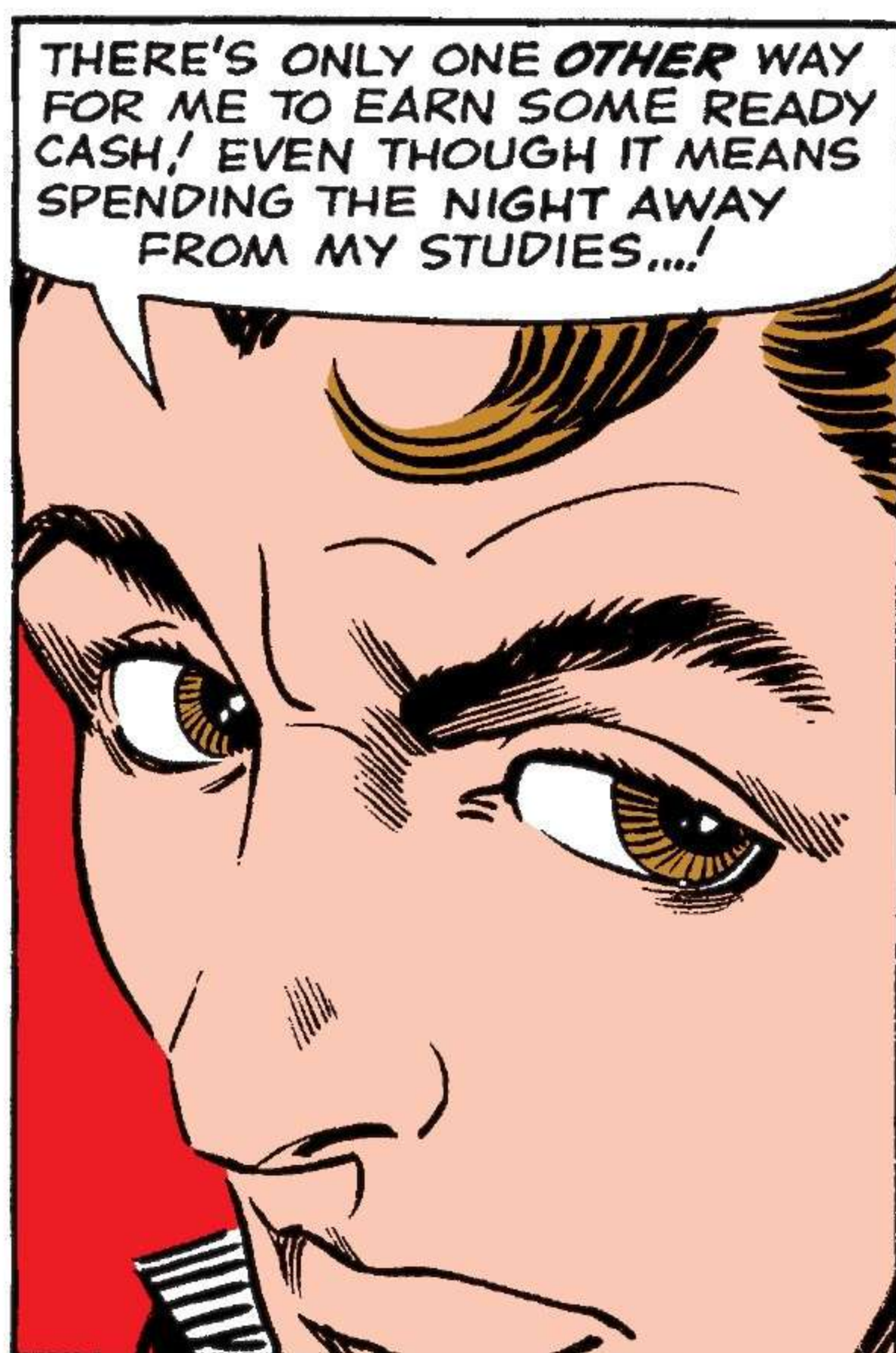
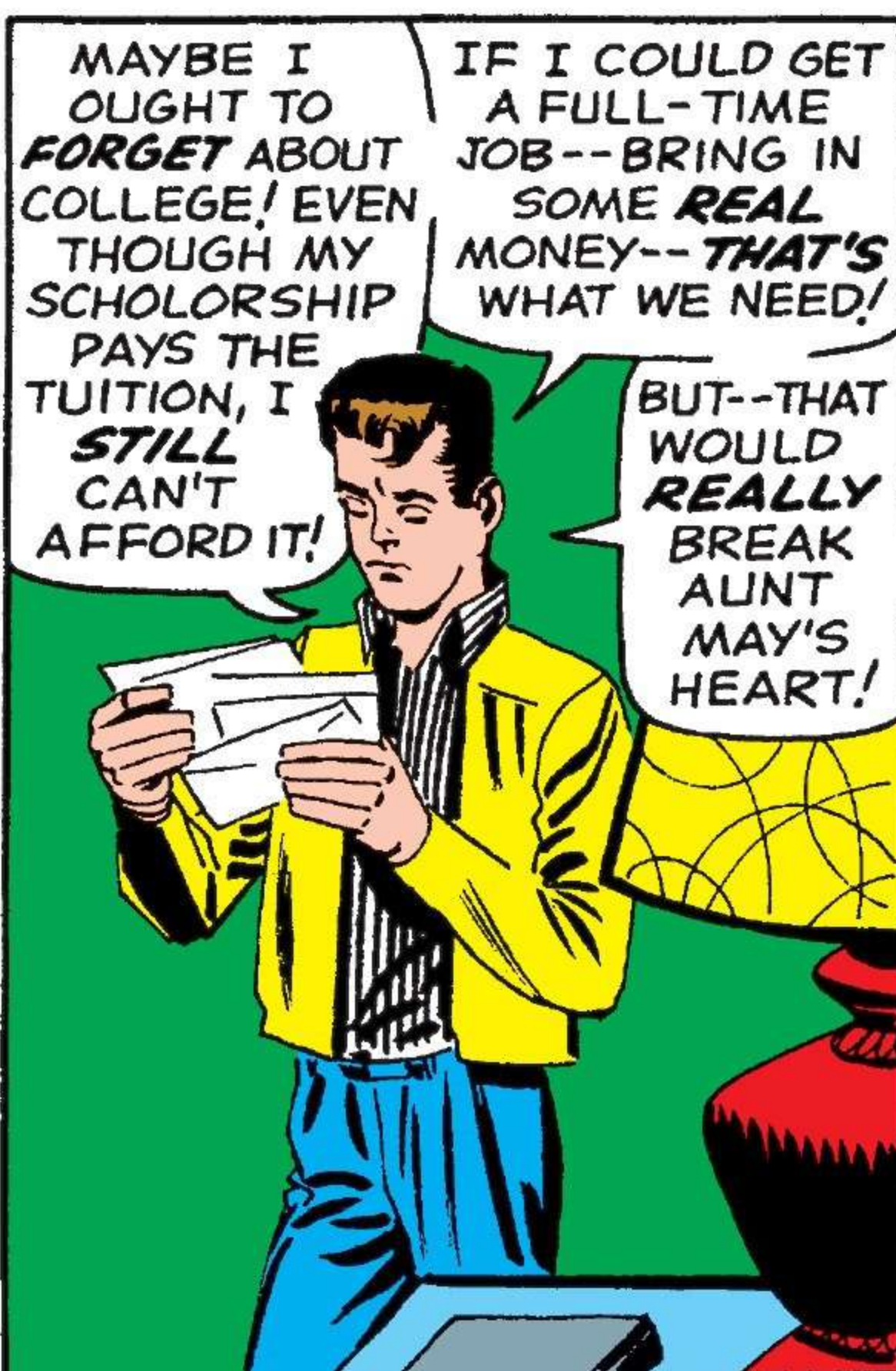
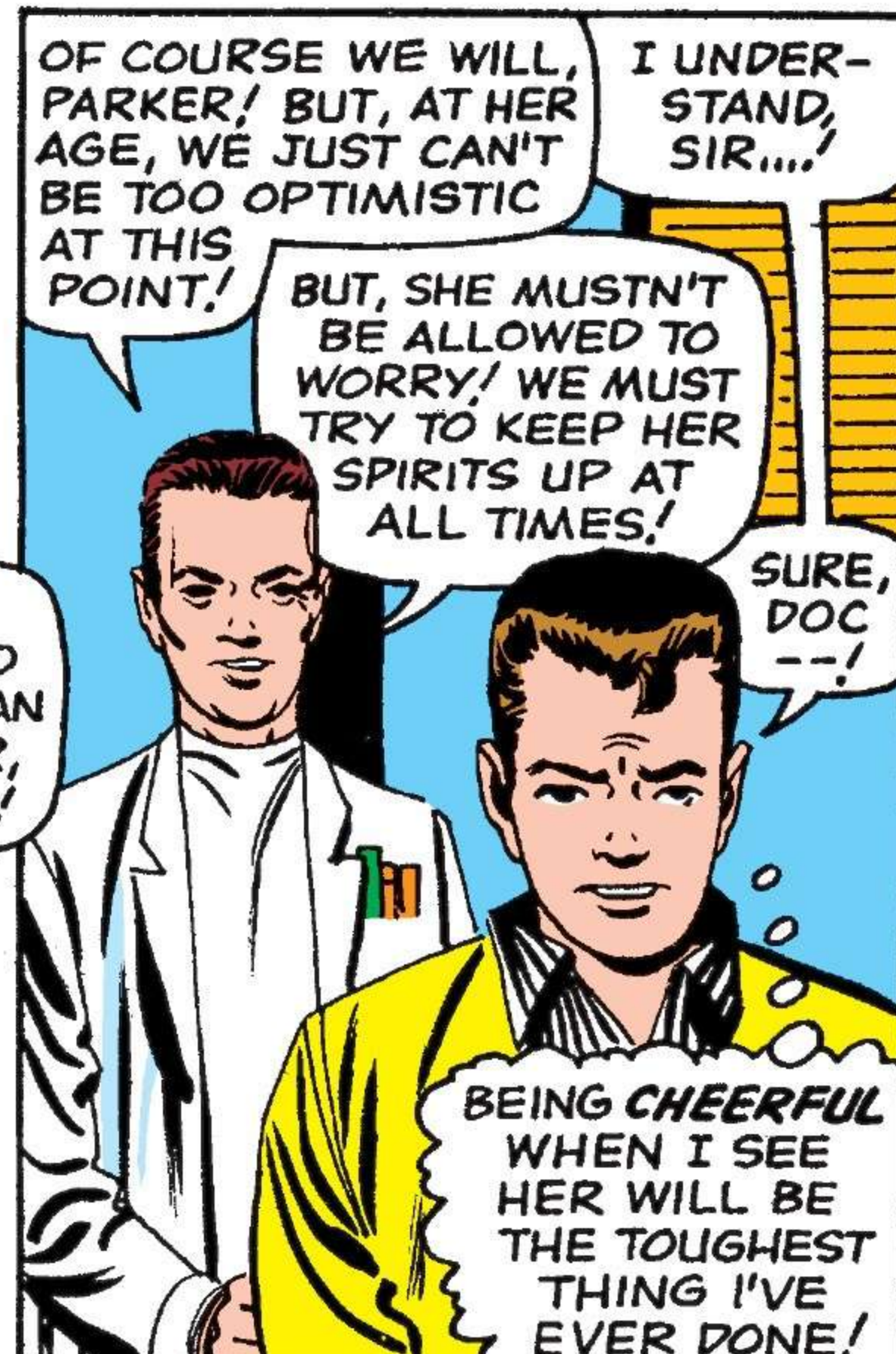
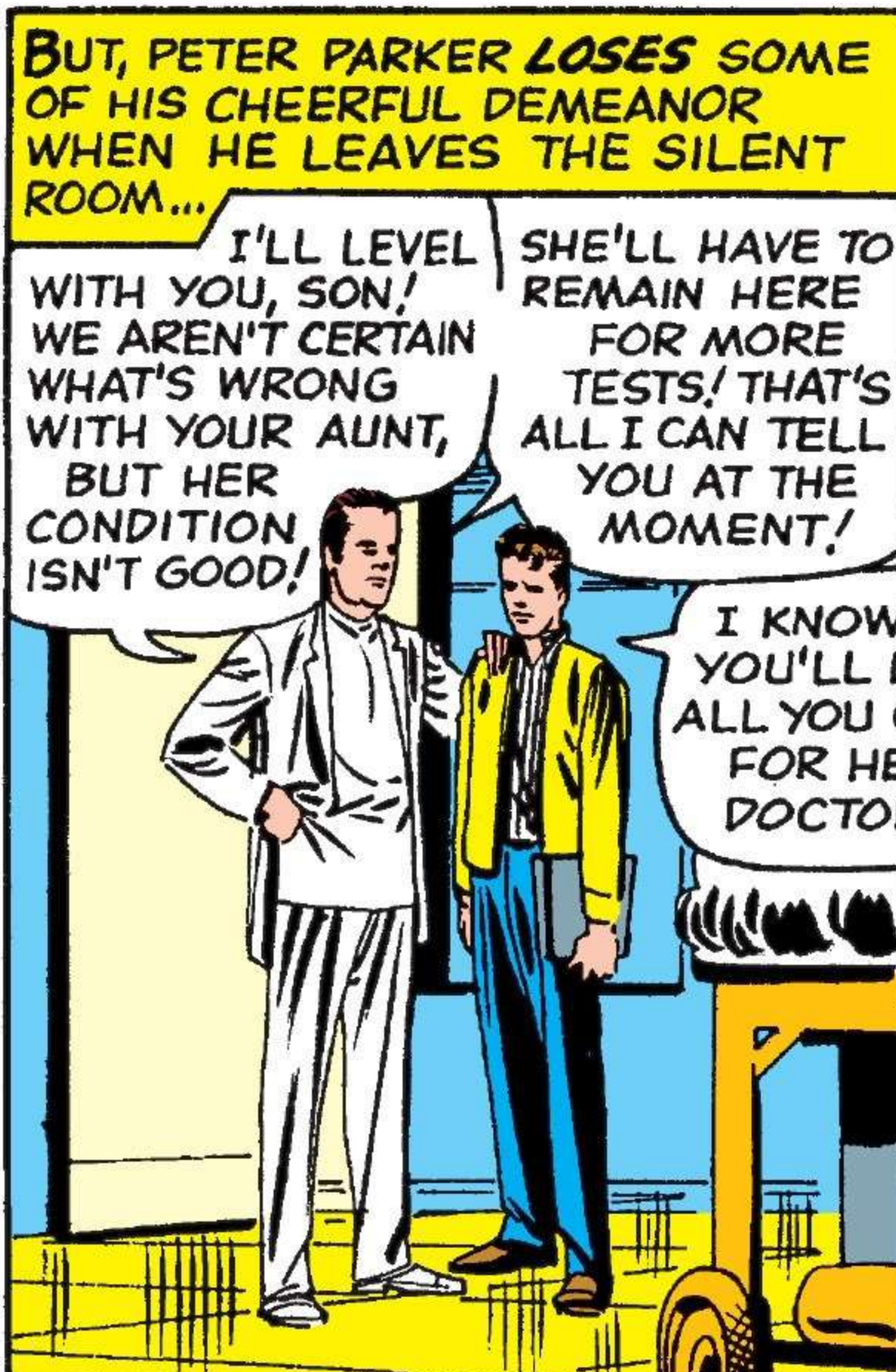


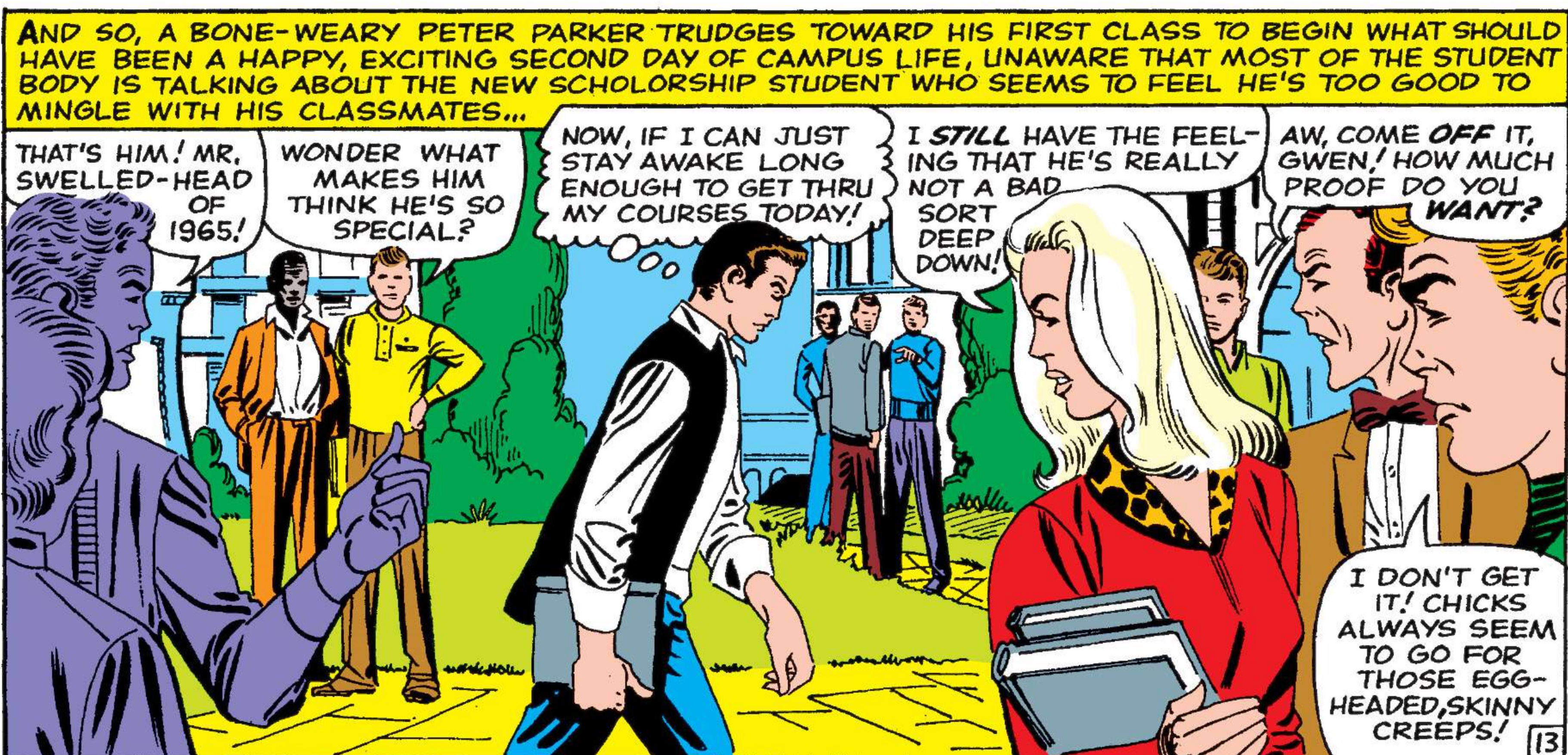
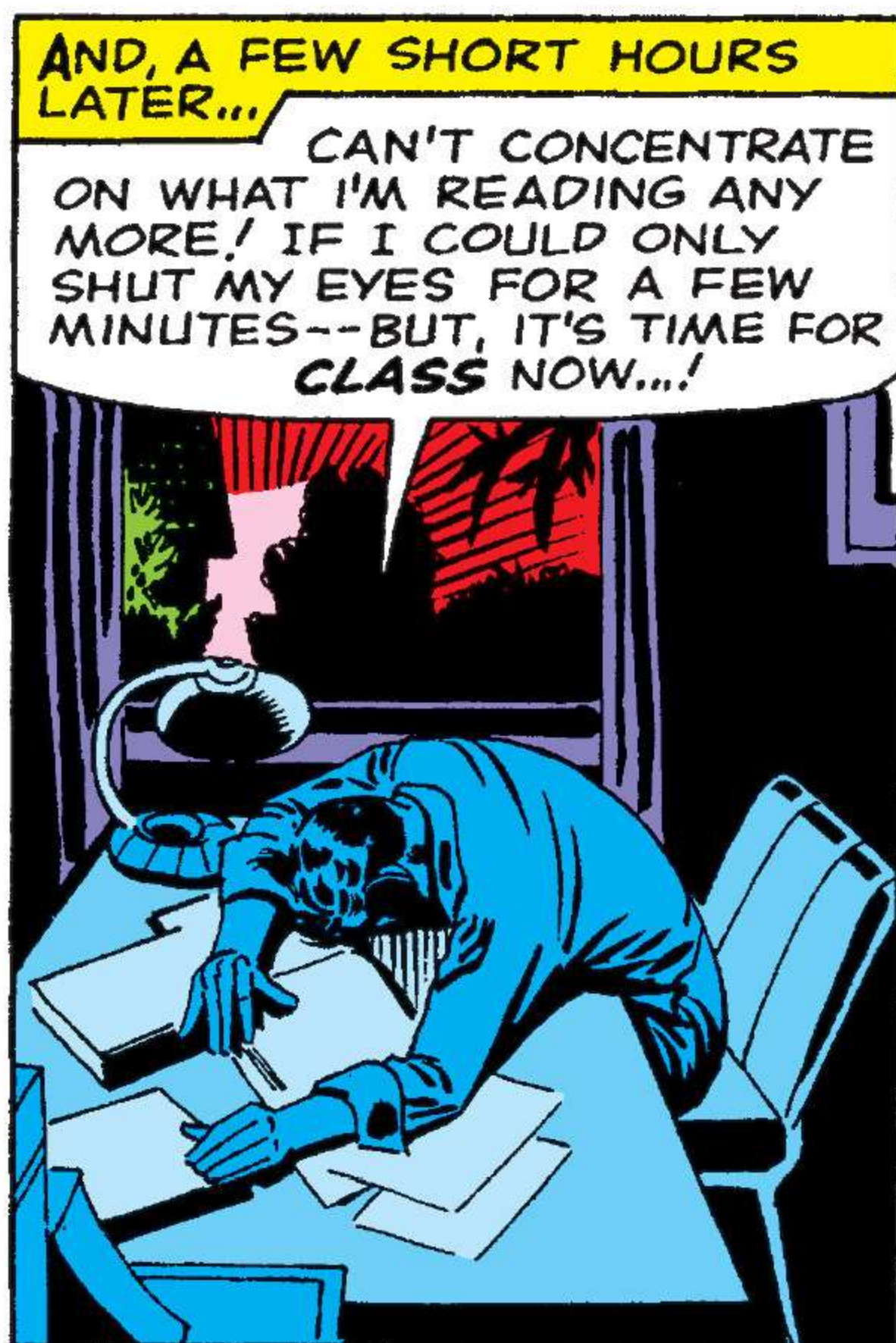
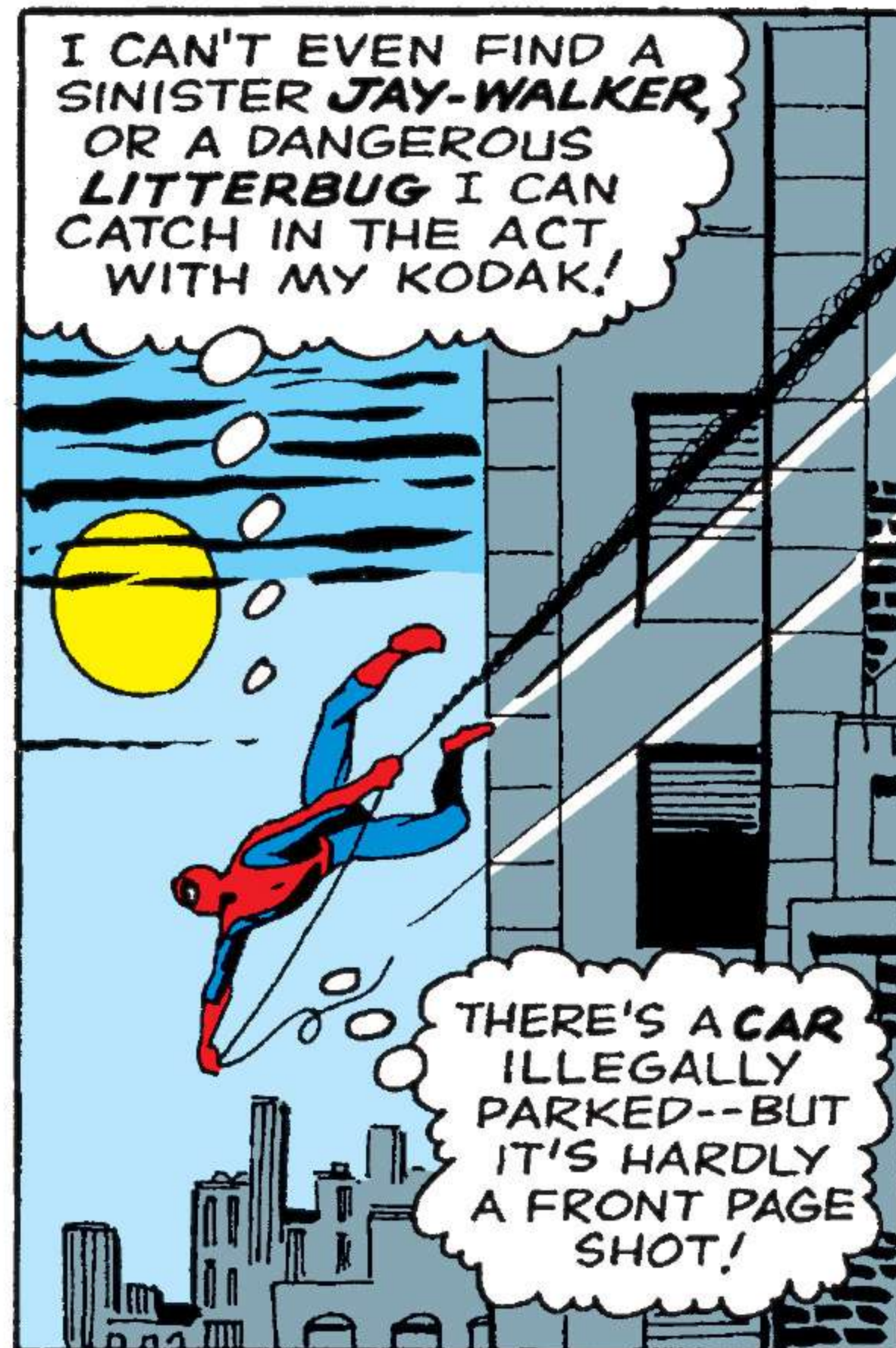
WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY!
YOU'LL BE OUT OF HERE IN *NO* TIME!

OF COURSE, DEAR! BUT ABOUT
YOUR FIRST DAY OF SCHOOL?
WAS IT EXCITING? DID YOU
MAKE ANY NICE NEW FRIENDS?

OH, SURE! IT
WAS GREAT!
THEY'RE A
SWELL BUNCH
OF GUYS
AND GALS!





BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!

I CAN'T SELL A NEWSPAPER WITHOUT NEWS? WHY DOESN'T SOMETHING HAPPEN??!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!



FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!

DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL DO THAT, SIR!

YOU OLD HYPOCRITE!



WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!

I'M ON MY WAY! HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED! I'VE BEEN WANTING TO TALK TO YOU, BETTY!



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!

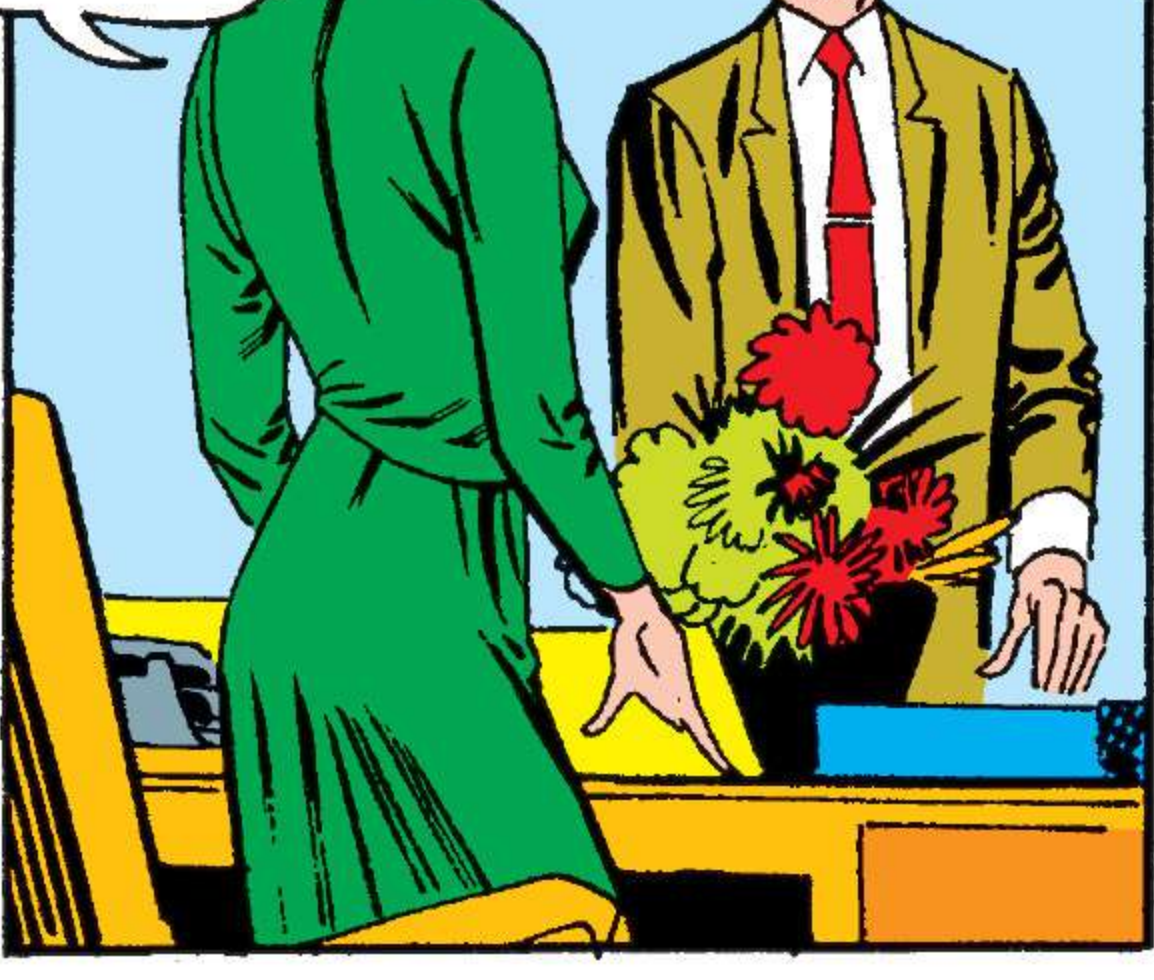
SURE, BETTY! I UNDERSTAND!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!

I'LL KEEP ASKING--UNTIL YOU SAY YES!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!



AND WHAT OF THE MAN CALLED **PATCH**? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET-- **TOO** QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A **STORM**!



BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO YOU, MATE?



THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT **ONE** THING --**ROBBERY**!

THIS MAY BE THE LEAD I'VE BEEN LOOKING FOR!



THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT STAY **TOO** CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!



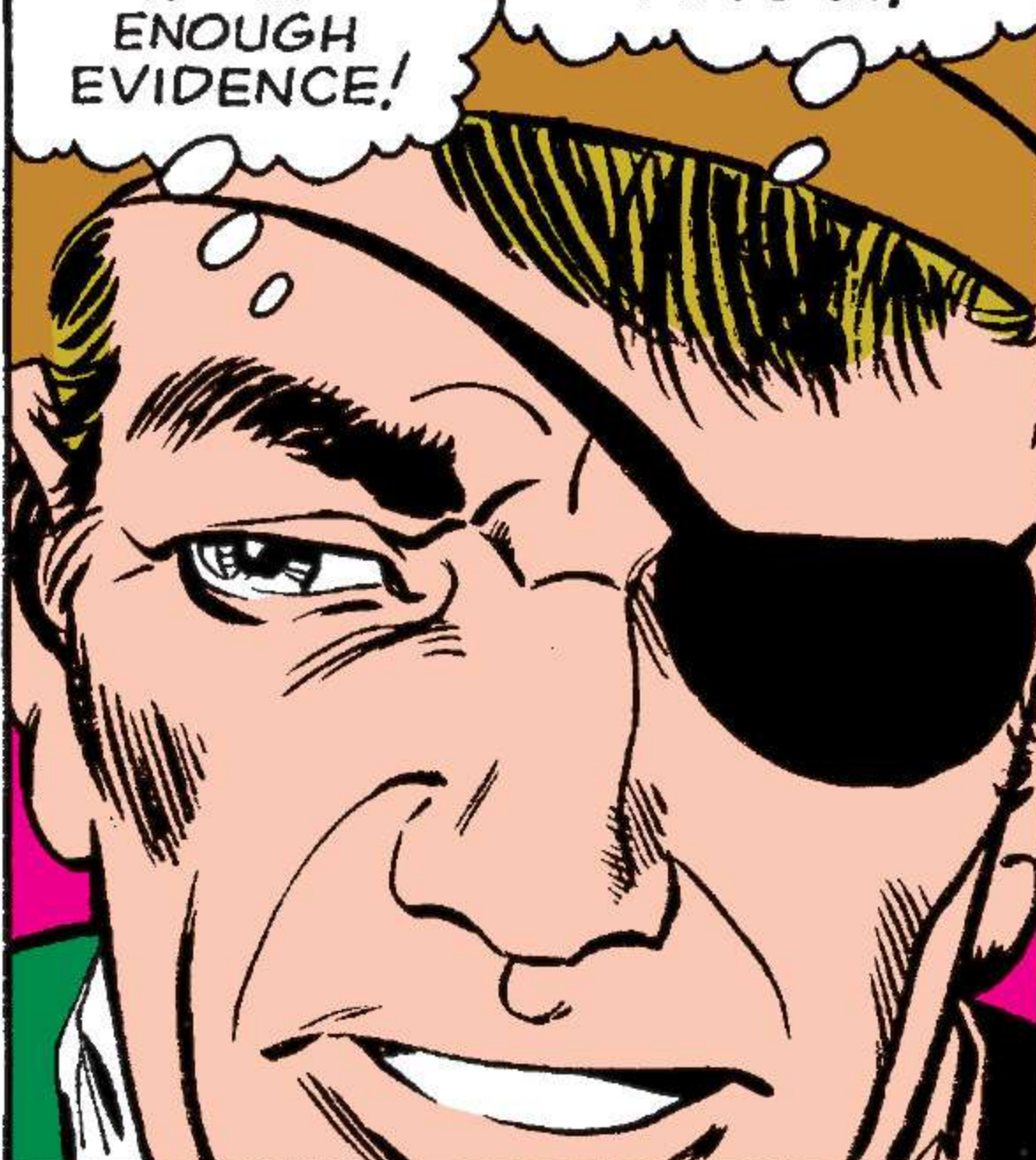
BUT, WHEN "PATCH" TURNS A CORNER...

I **LOST** HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!



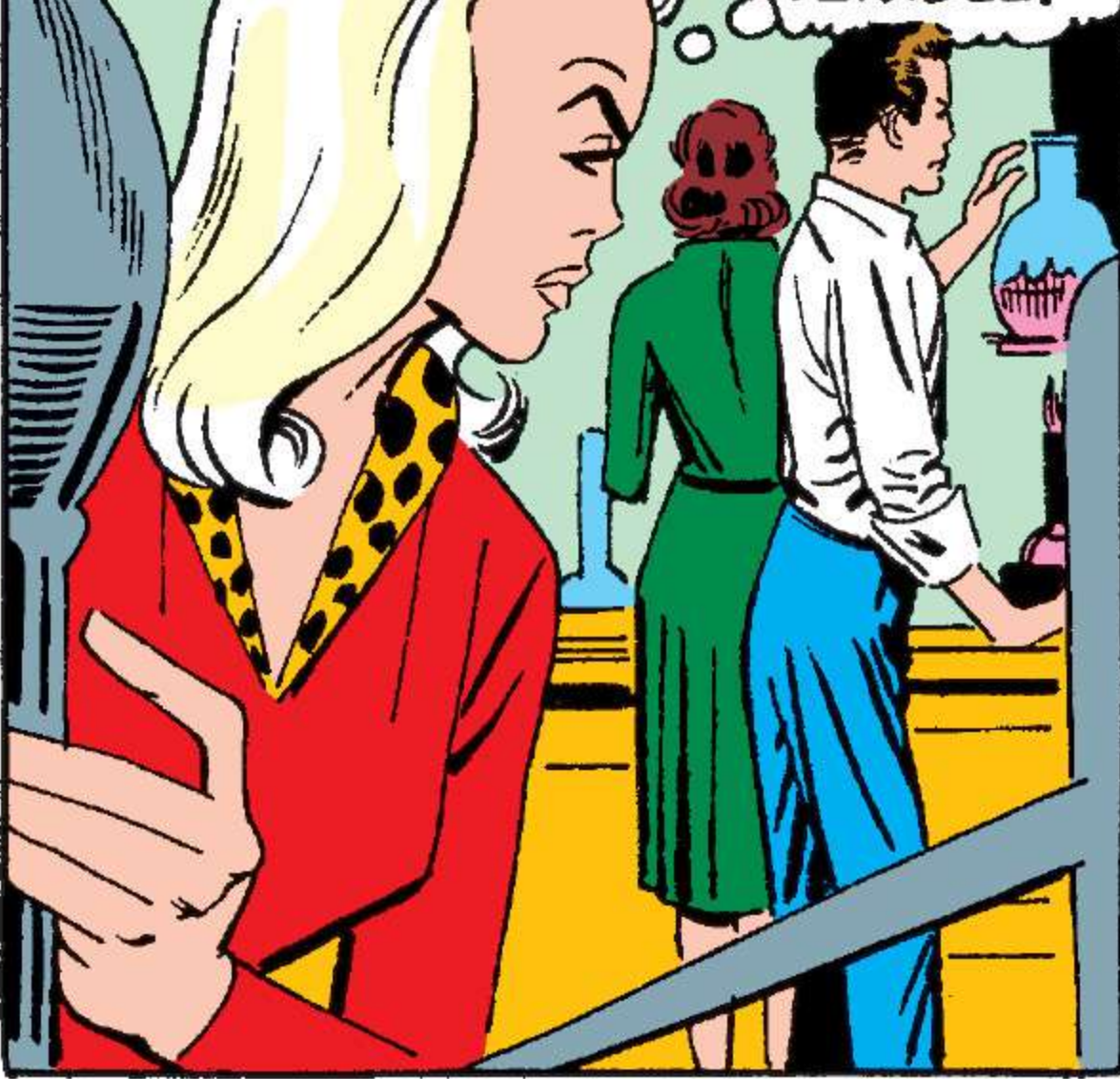
NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED-- I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!



HONEST TO GOSH-- WE **DIDN'T** FORGET ABOUT **SPIDER-MAN**! YOU'LL SEE HIM REAL SOON-- WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

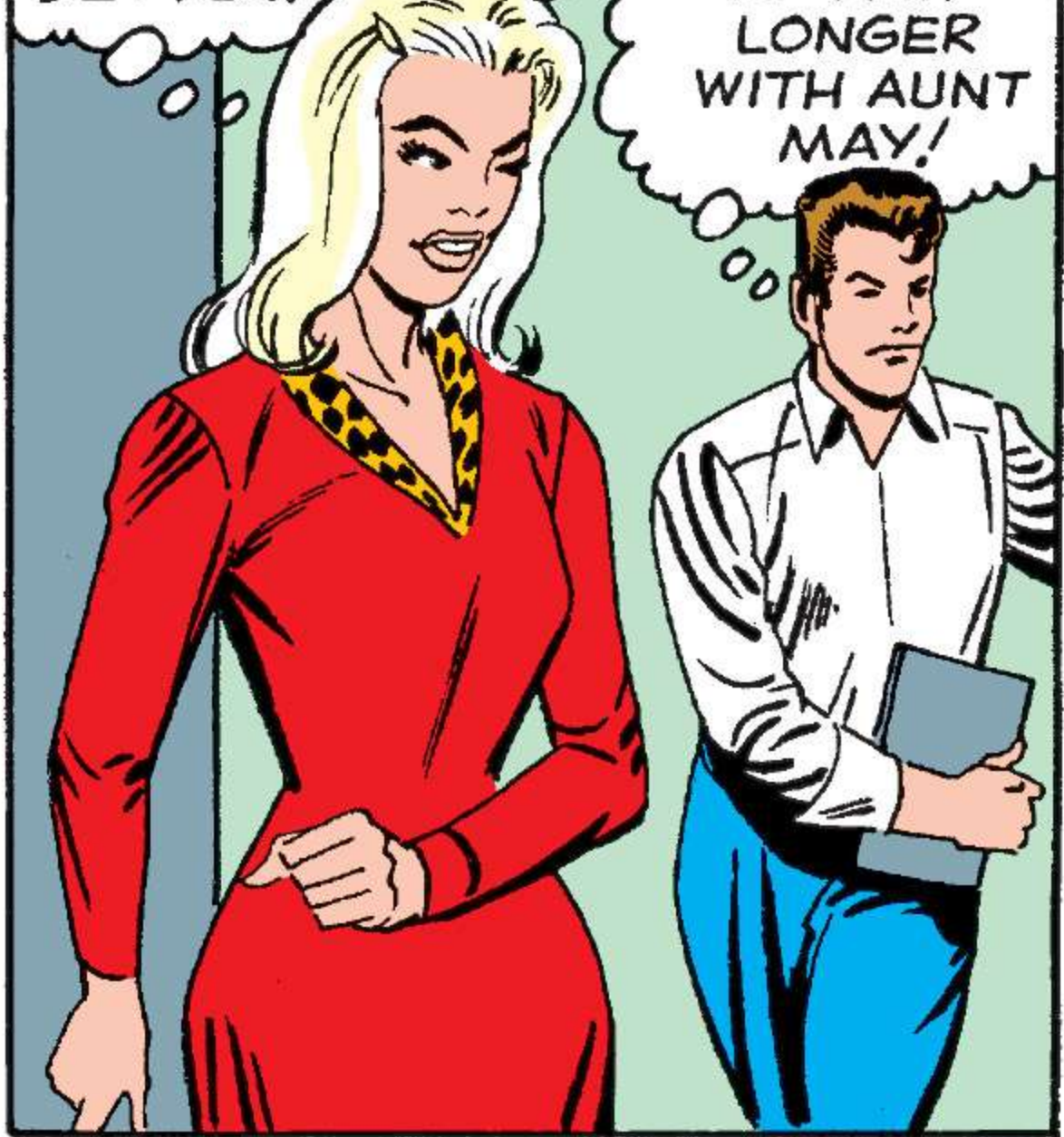
PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!



AND THAT'S A CHALLENGE **NO** GIRL CAN RESIST!

HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

IF I GET TO THE HOSPITAL **EARLIER**, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!



HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M **AWFULLY** SORRY! YOU'LL HAVE TO **EXCUSE** ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!



WHY--THE UNMITIGATED **NERVE** OF HIM!

NOBODY GIVES **GWEN STACY** THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO **REGRET** THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF **COURSE** I AM! YOU JUST WORRY ABOUT **YOURSELF**, AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF **SPIDER-MAN** SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!

I JUST **HAVE** TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL **GONE**!

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...

A FLASHING **LIGHT** DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO **SIGNAL** ME!

MIGHT BE A **TRAP**-- BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE **KNOWS** ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR **HELP**!

SORRY, MISTER! I'M FLAT BROKE MYSELF!

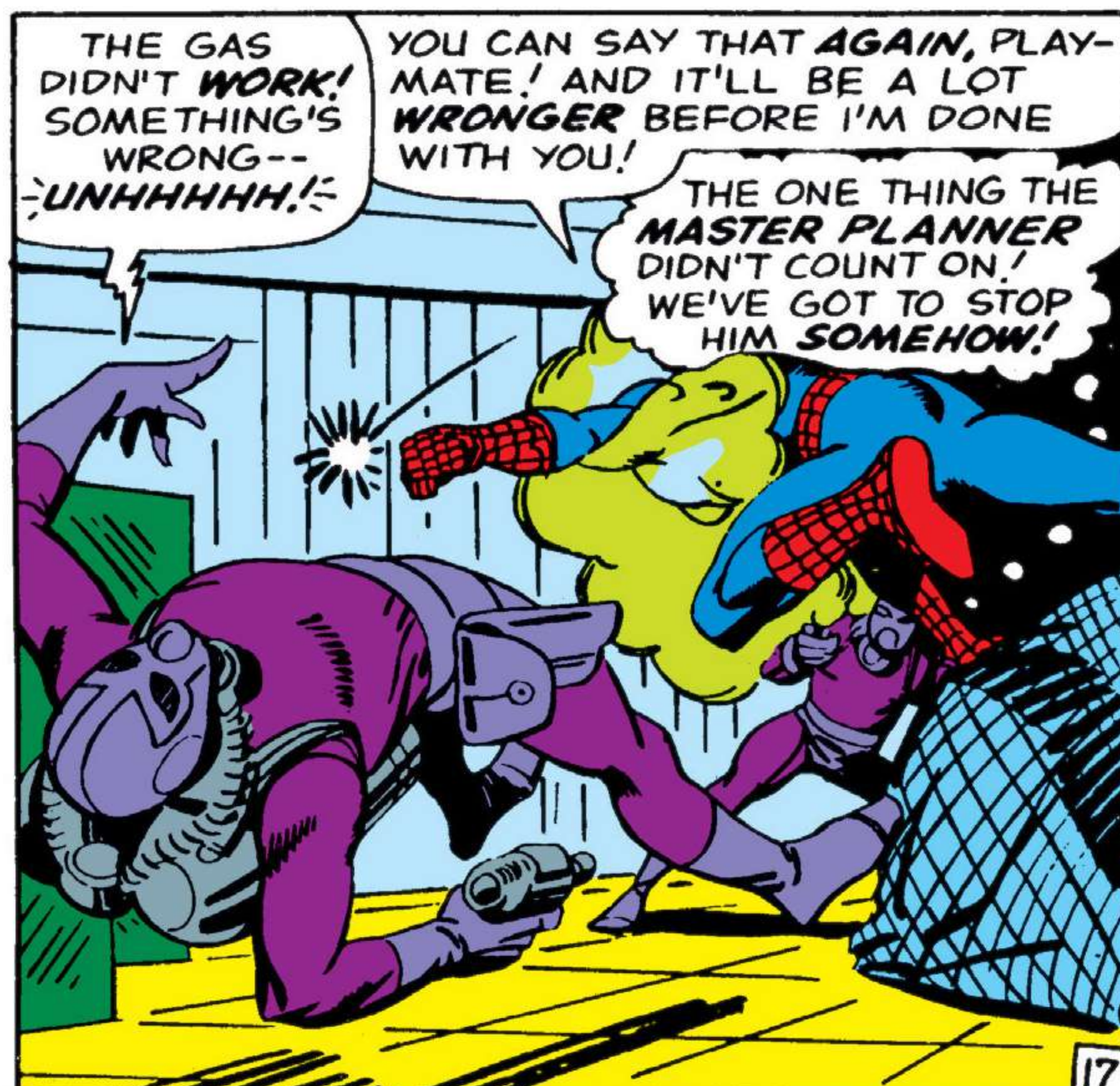
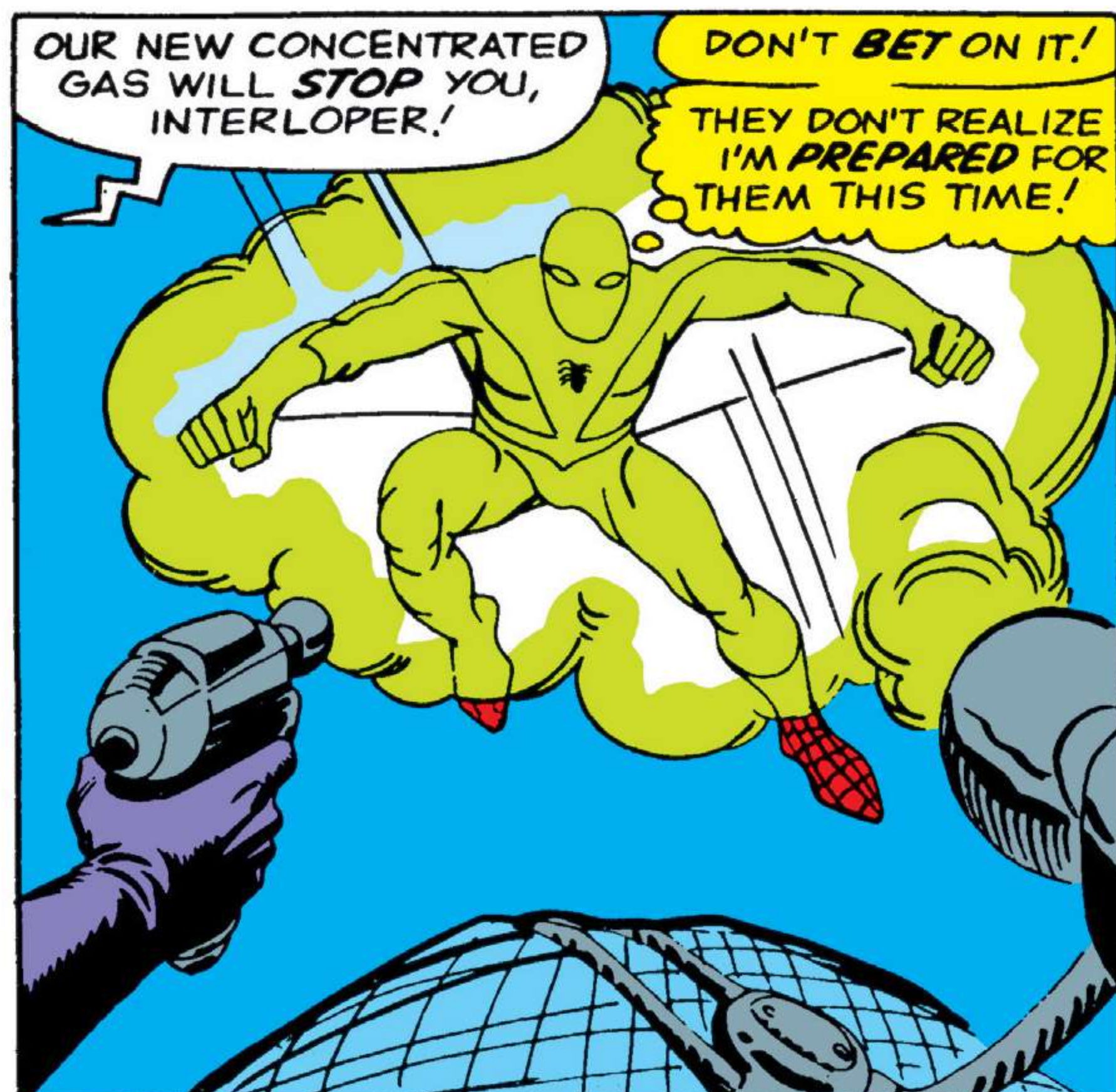
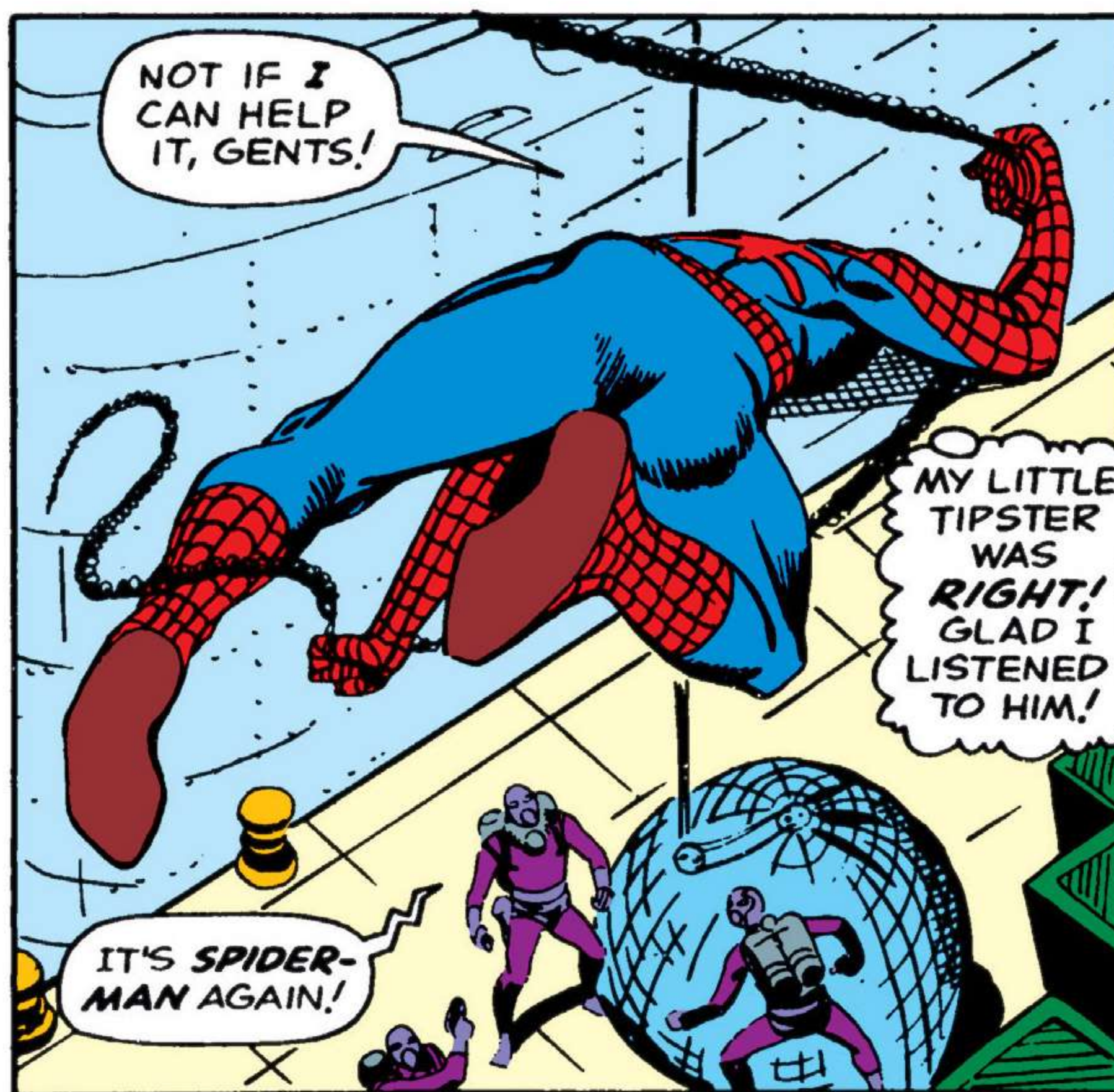
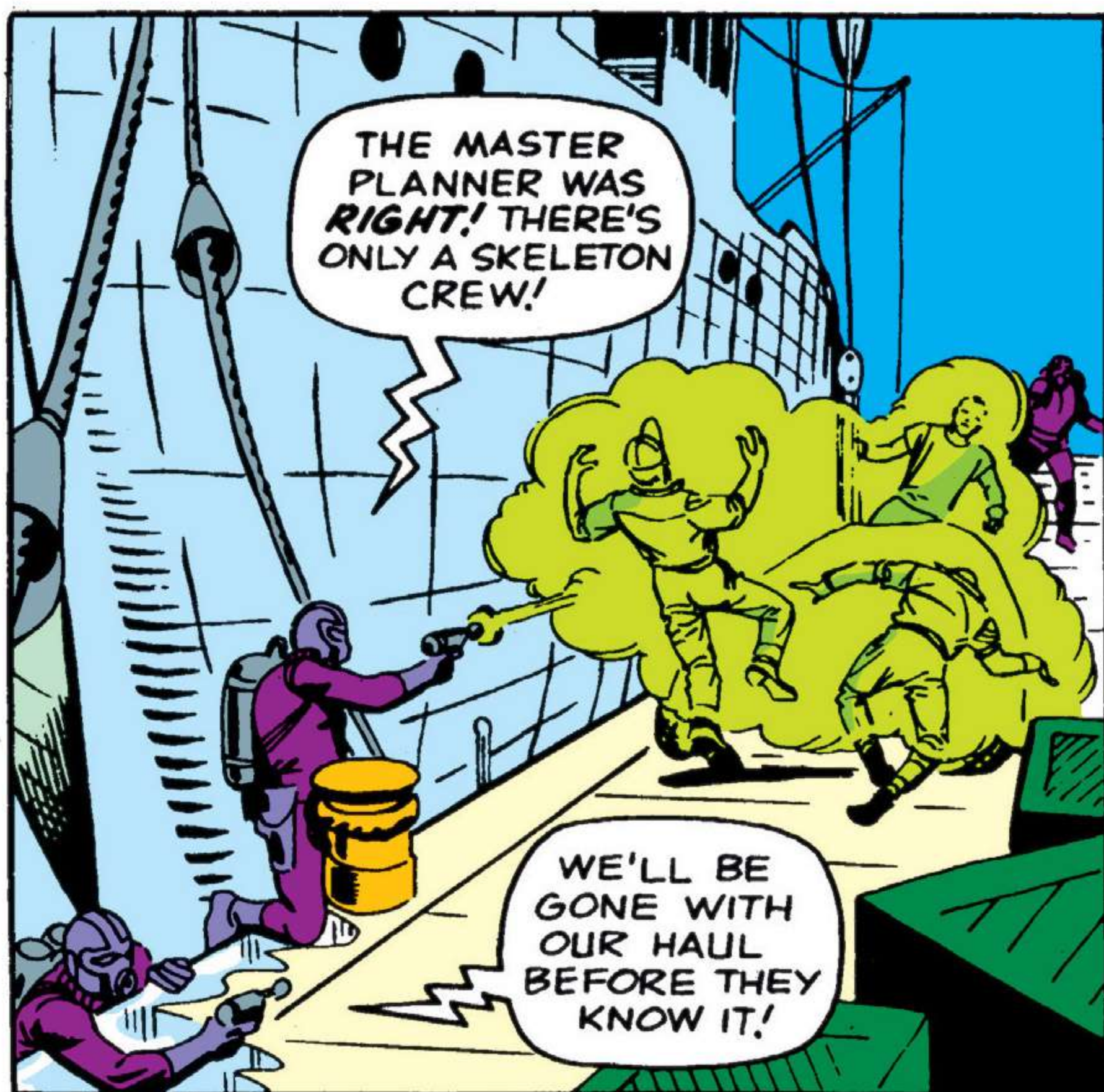
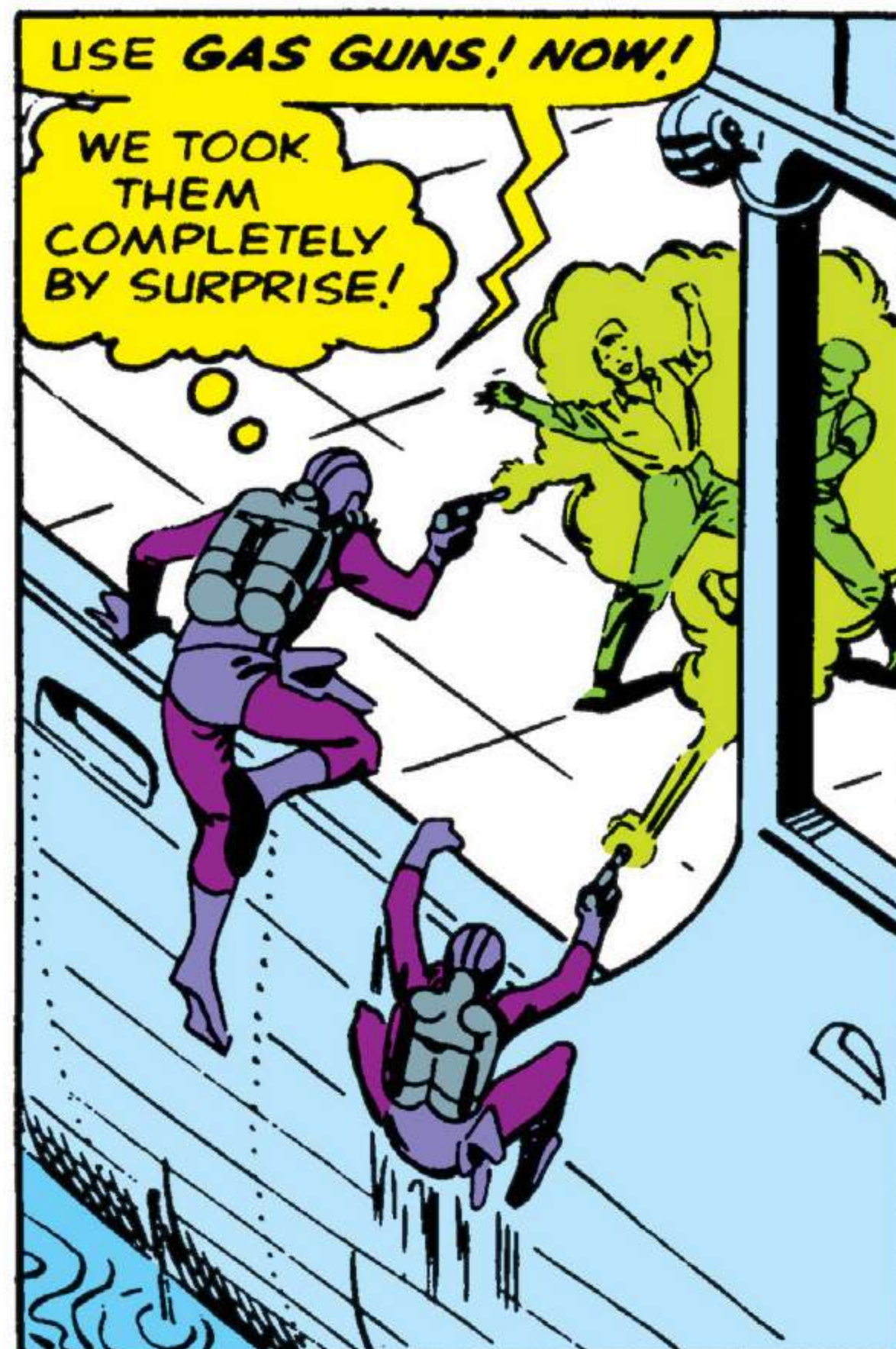
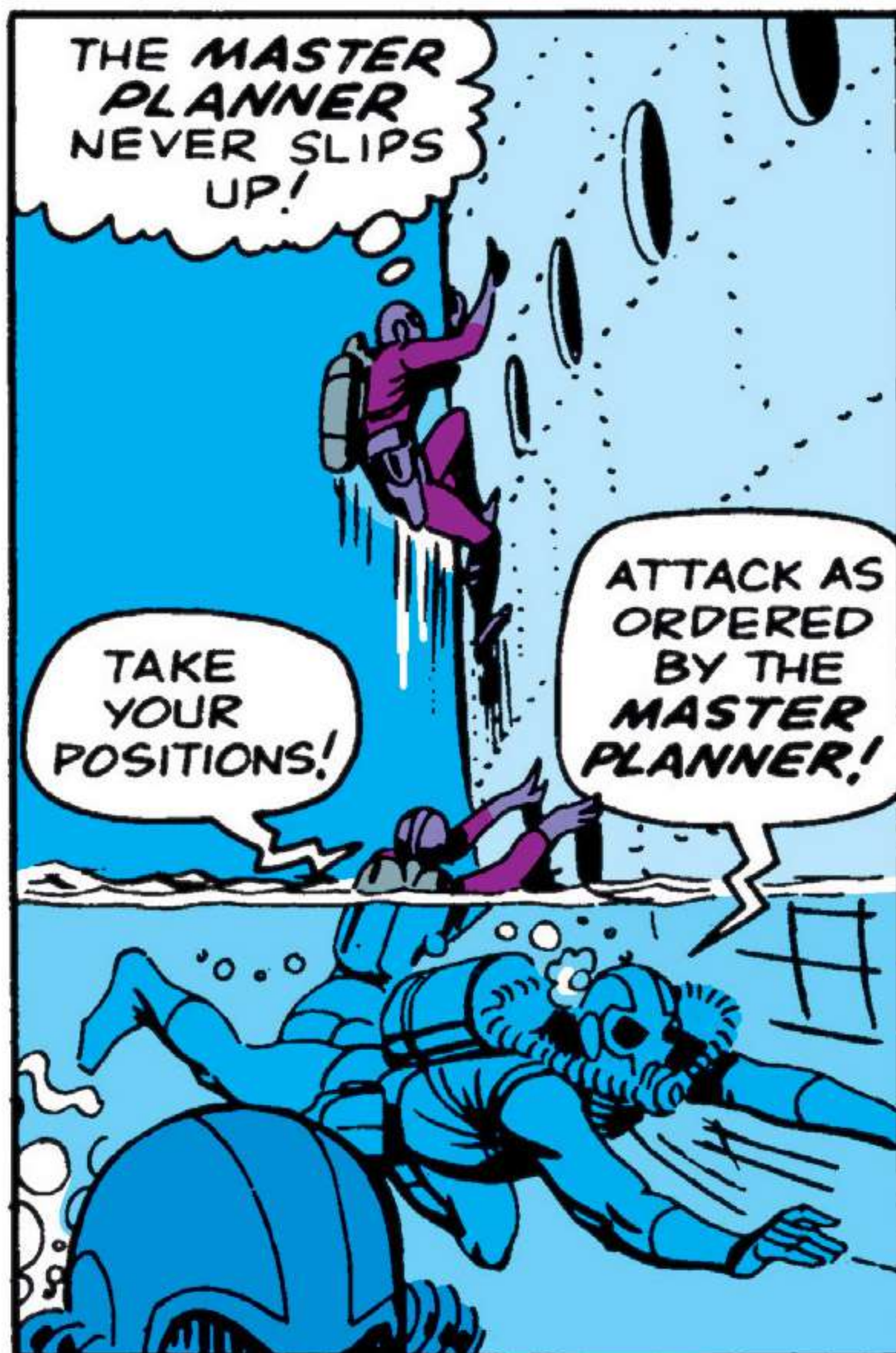
WAIT! THIS ISN'T A **TOUCH**! I THINK THERE'S GONNA BE A **ROBBERY** AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE-- BUT **YOU** COULD CHECK ON IT!

IF MY TIP IS **RIGHT**, AND YOU CATCH 'EM--I WANT SOME **CREDIT**!

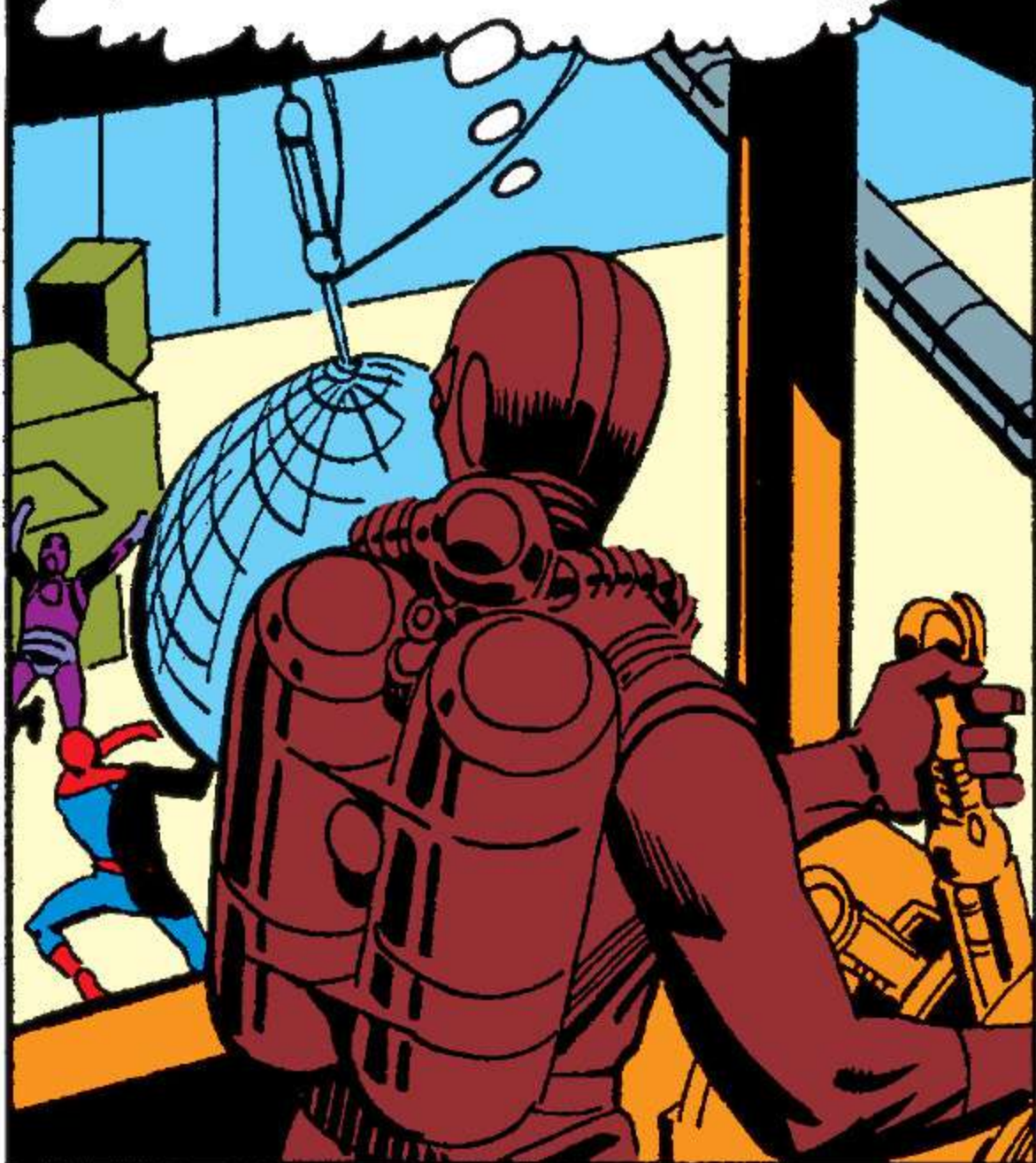
SURE! SURE! I'LL REMEMBER YOU IN MY **WILL**!

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!



MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...

NOW THAT I'VE GAINED CONTROL OF THE **CARGO BOOM**, I'LL USE IT TO FINISH OFF SPIDER-MAN!



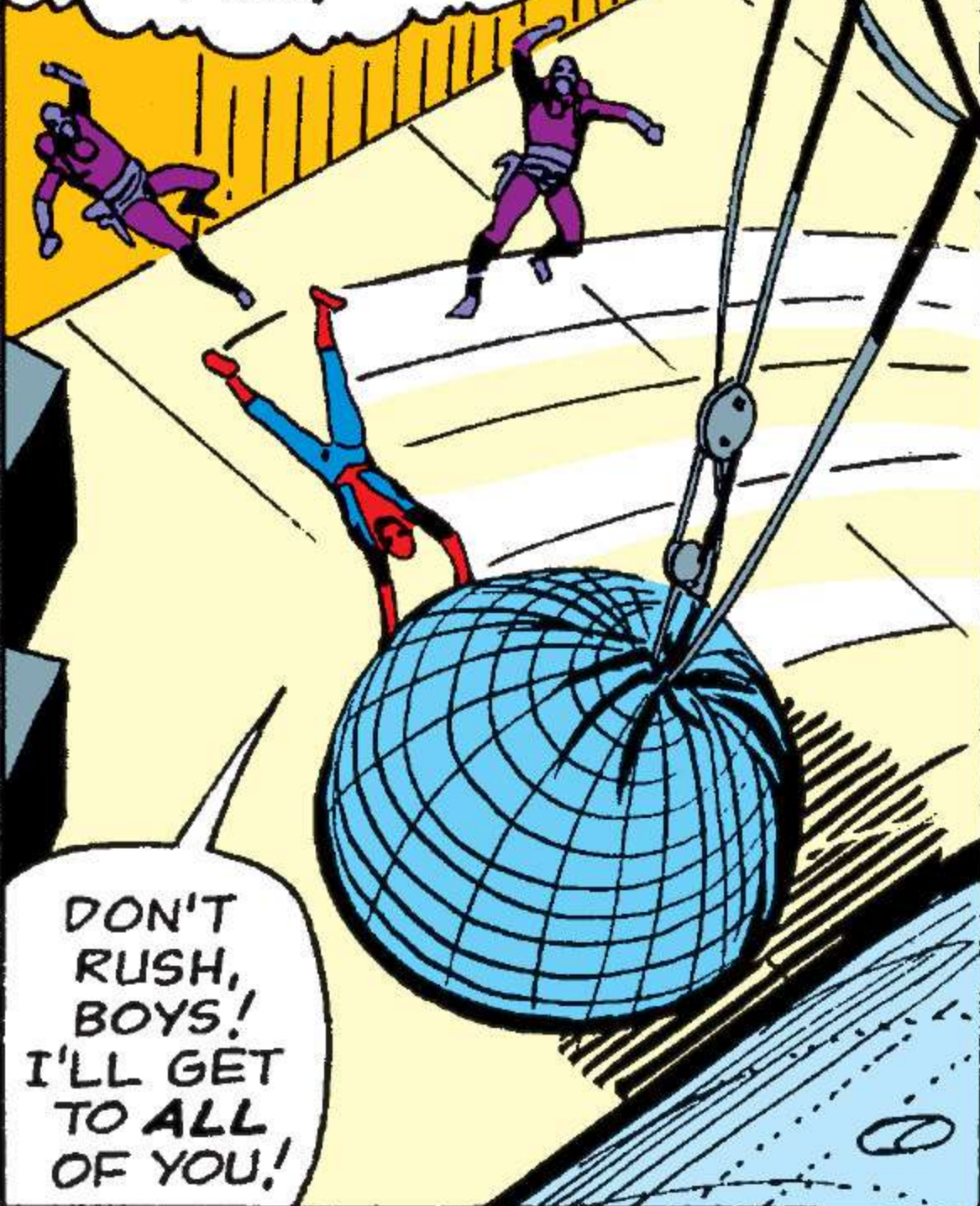
BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING **SPIDER SENSE**....!

SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!



BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!

DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!



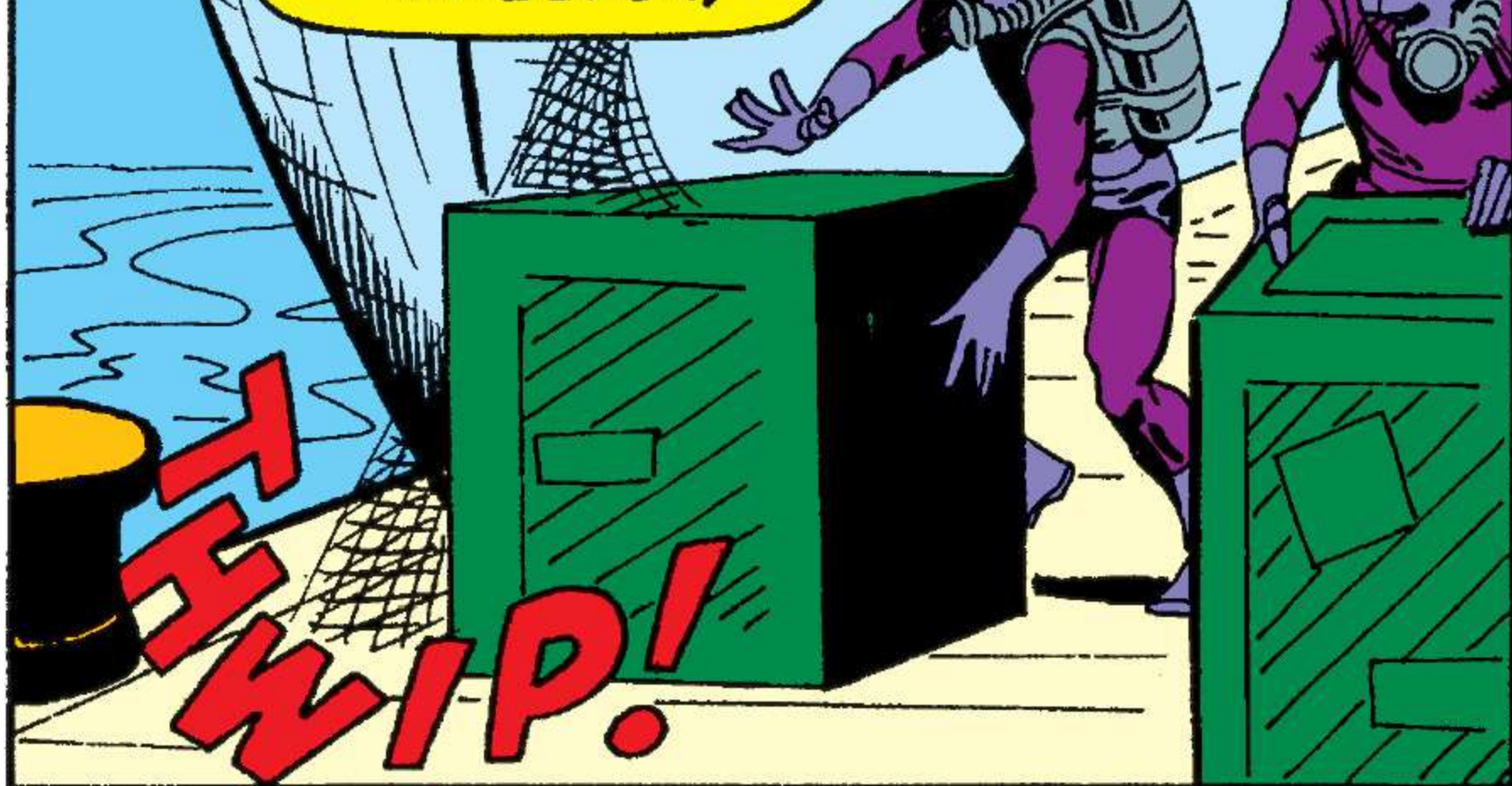
UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!

HOLD IT, GROUP! WAIT FOR ME!



YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY **WEBBING** WILL HOLD THEM FAST!

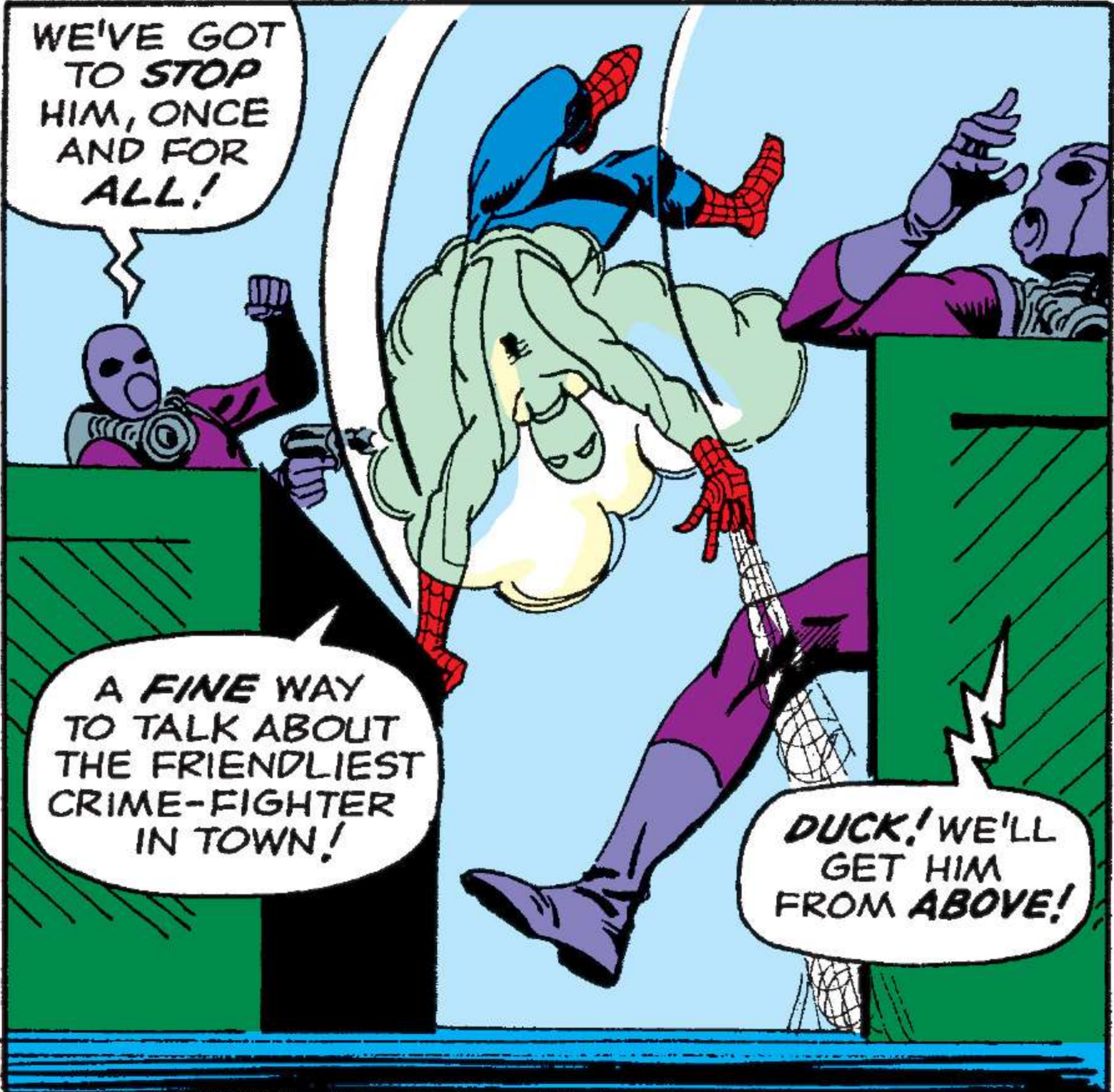
NO, DON'T THANK ME! IT'LL MAKE ME **BLUSH!**



WE'VE GOT TO **STOP** HIM, ONCE AND FOR ALL!

A **FINE** WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!

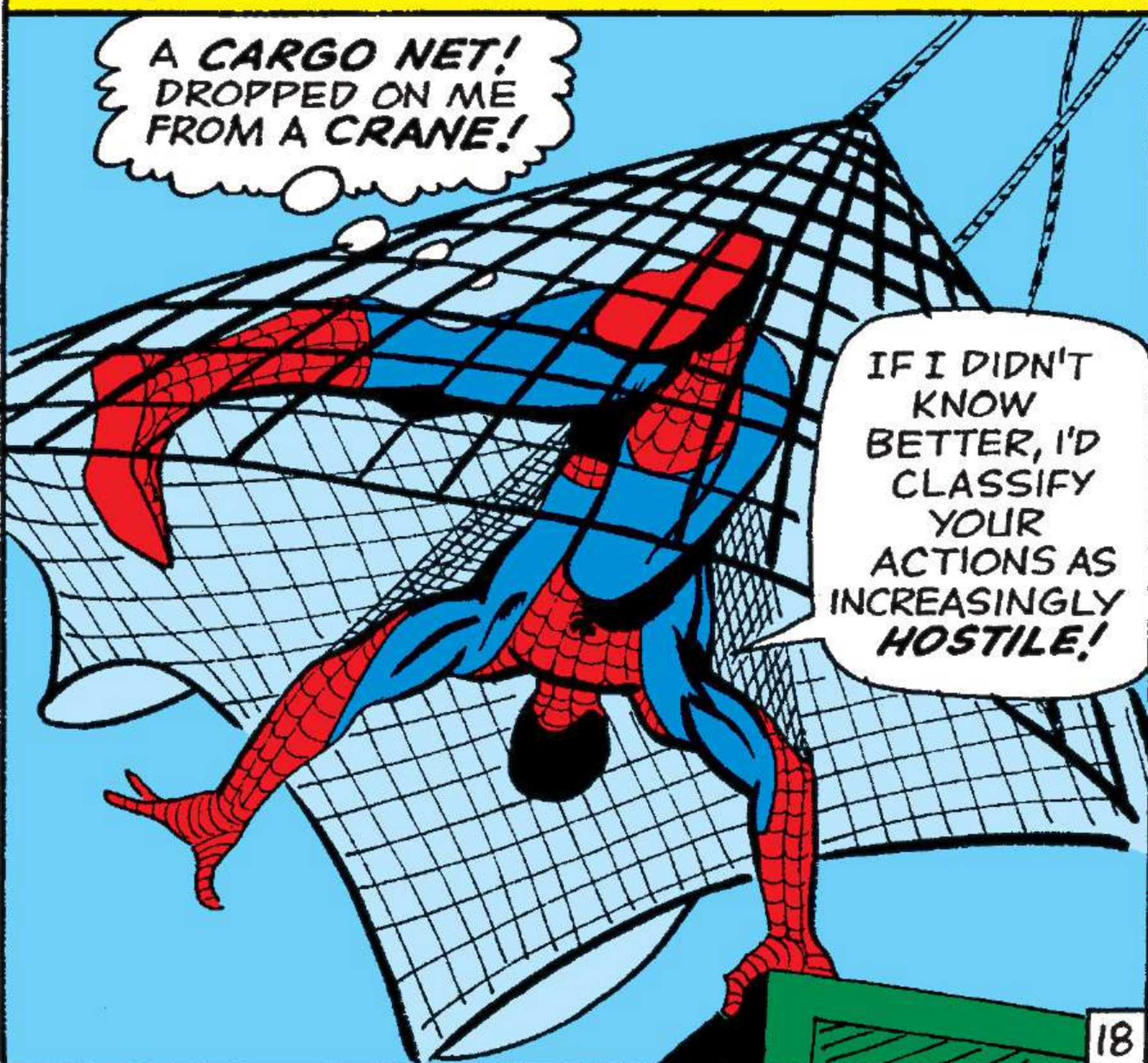
DUCK! WE'LL GET HIM FROM ABOVE!

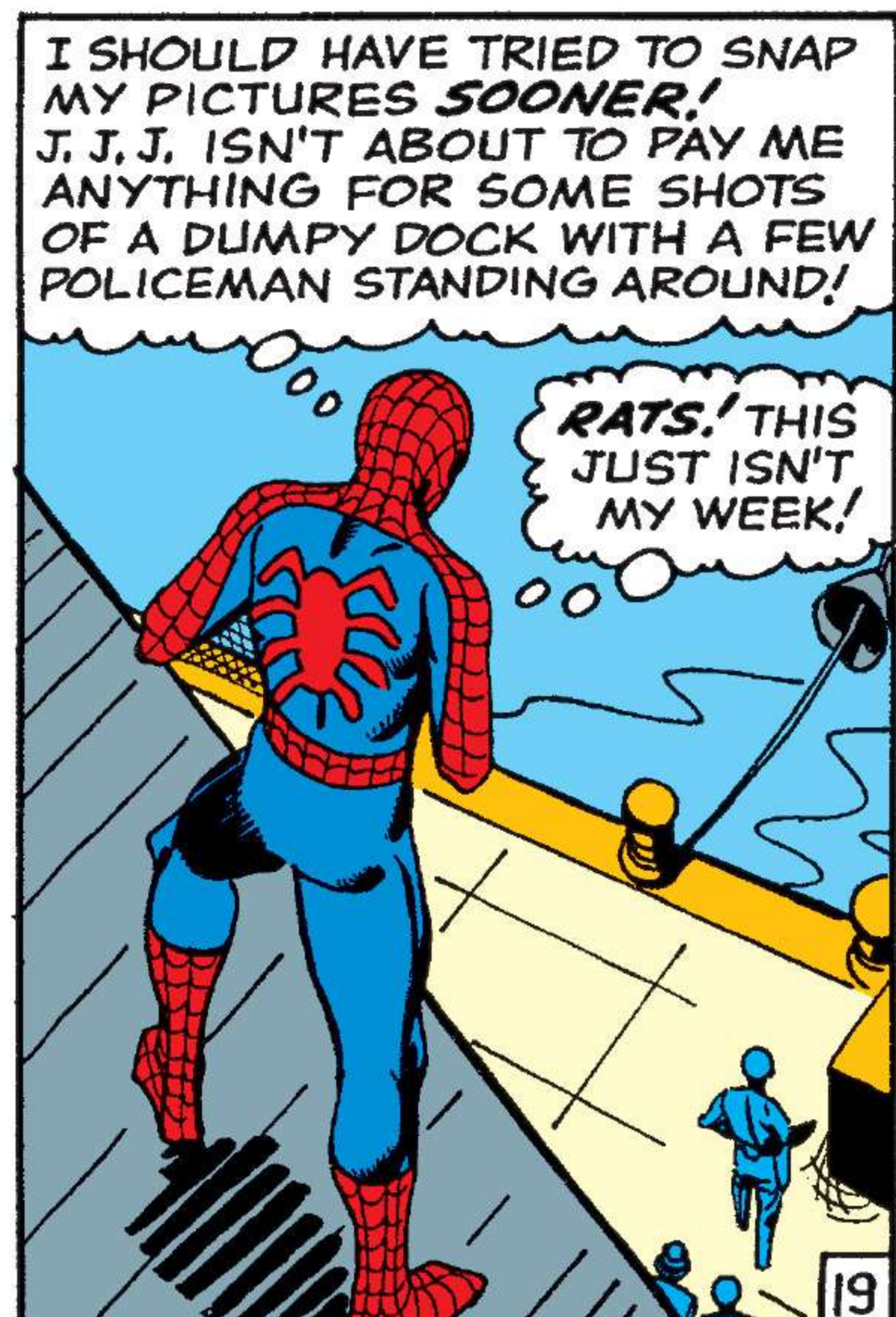
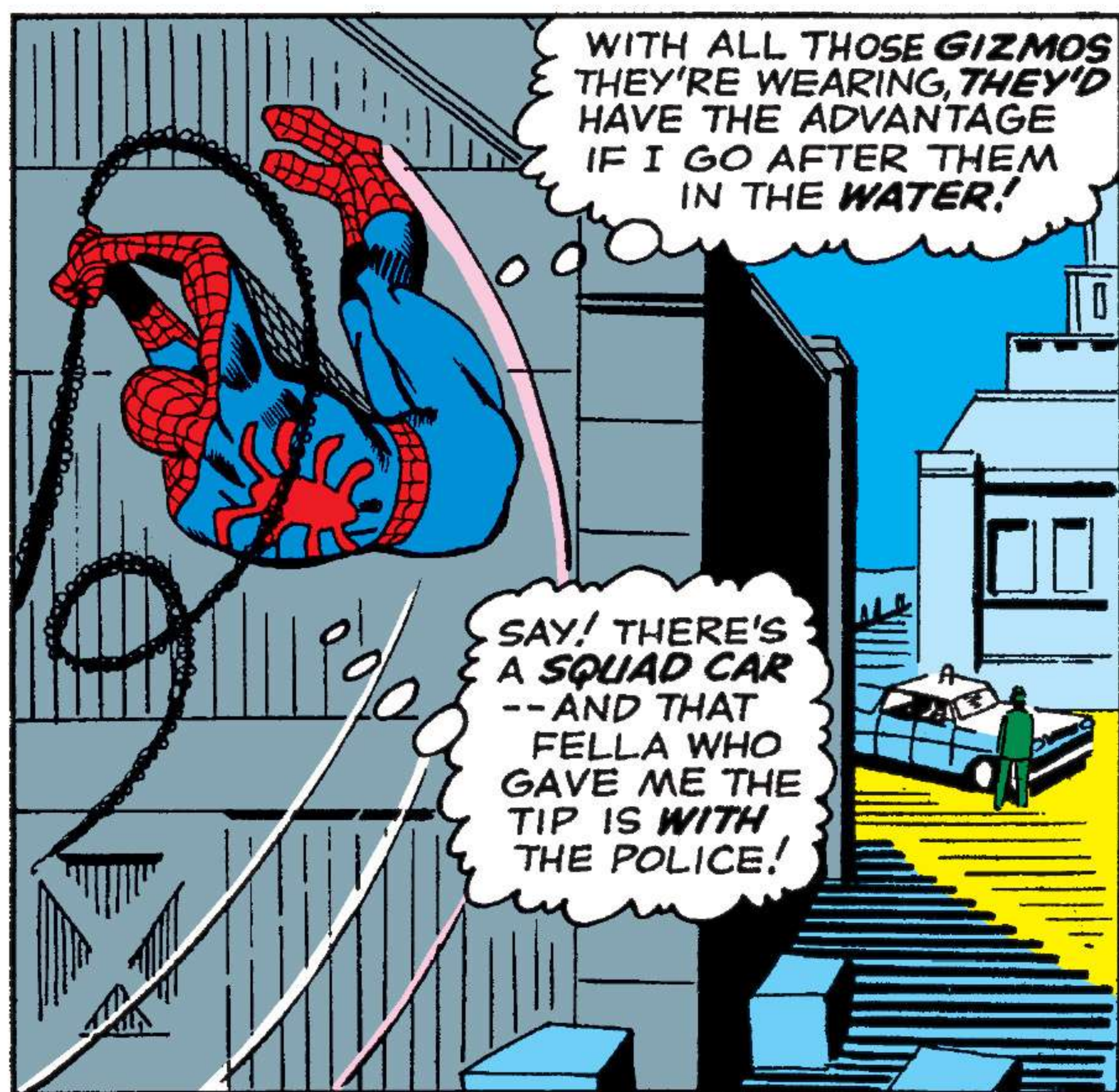
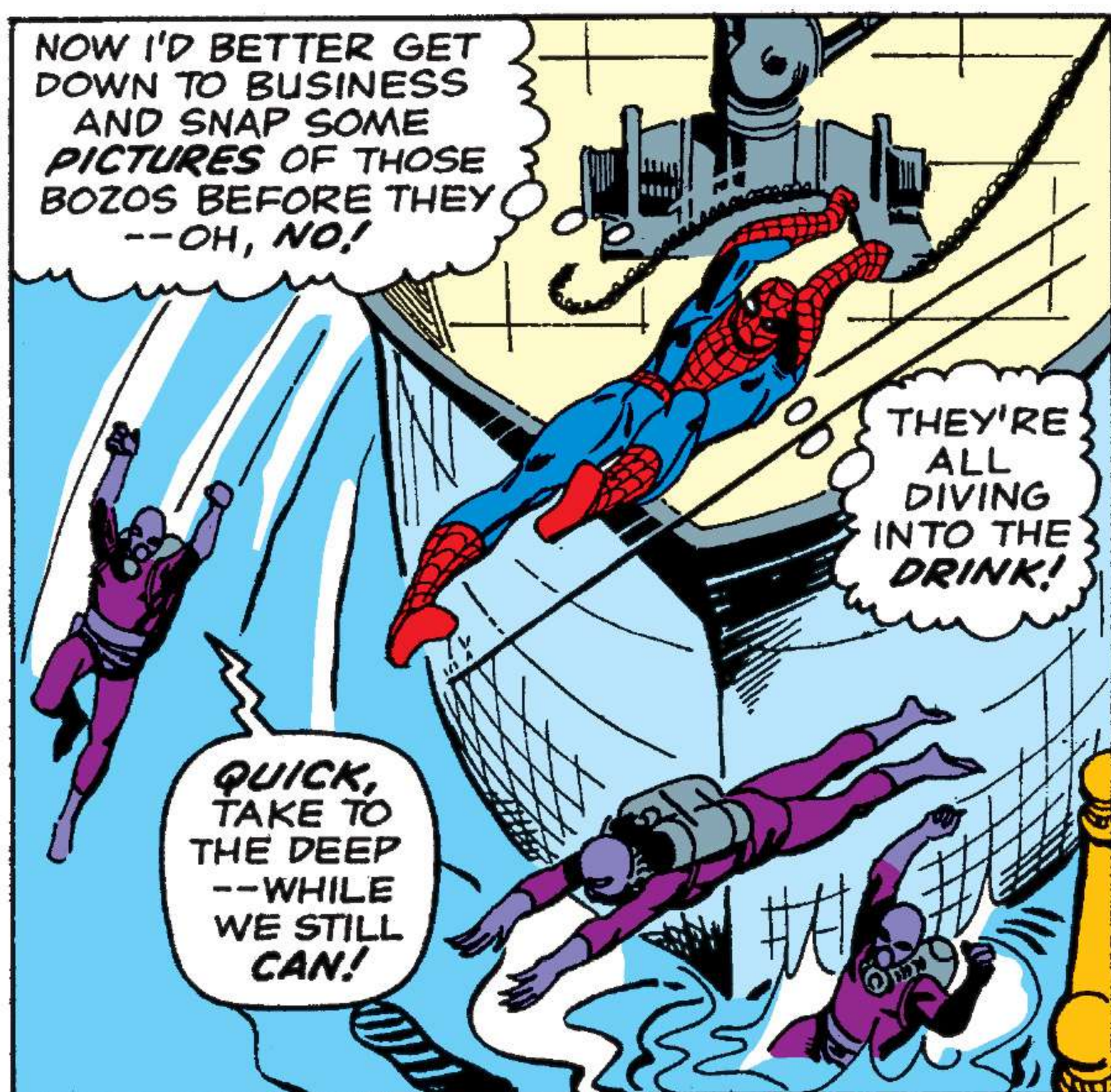
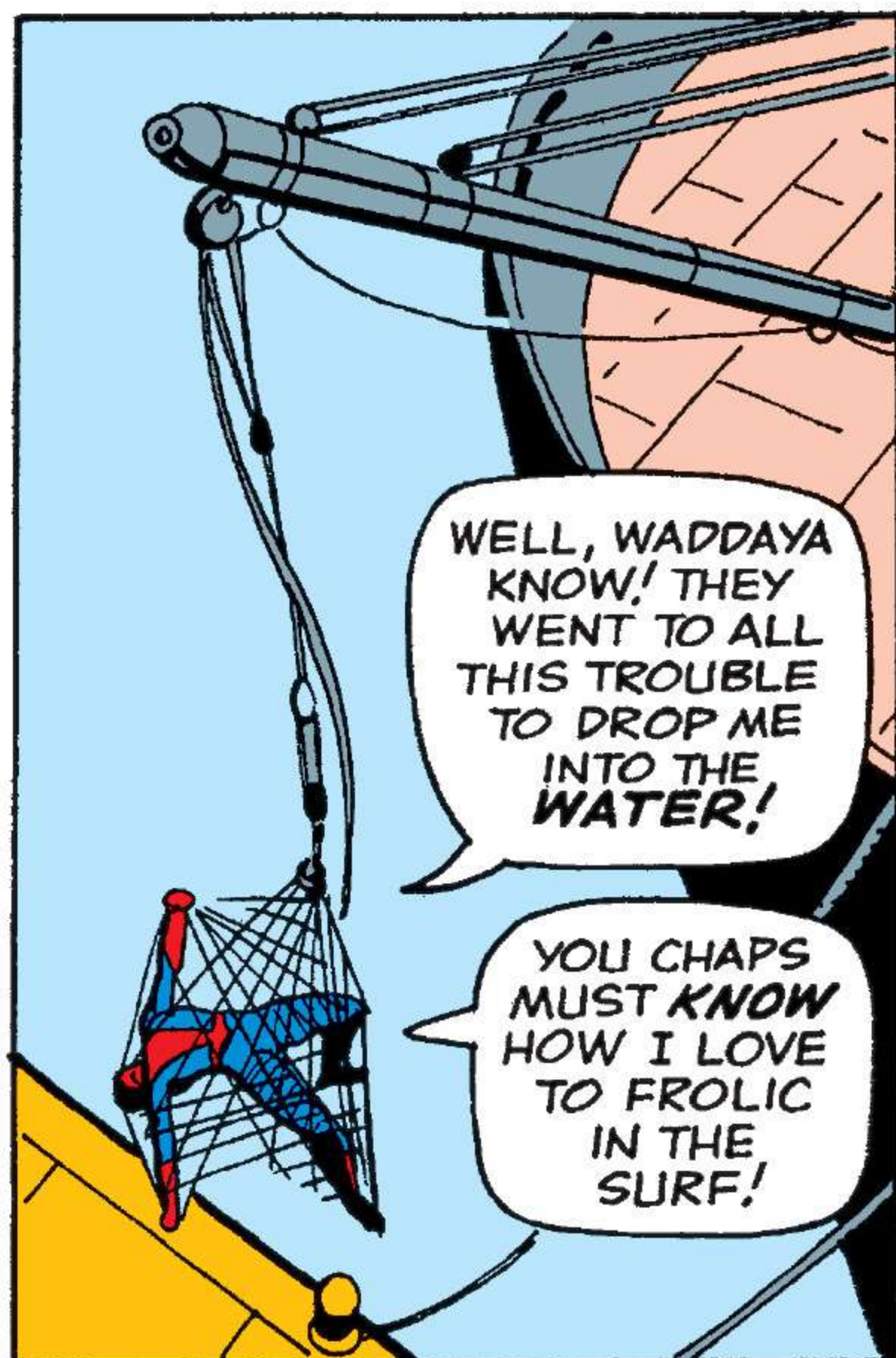


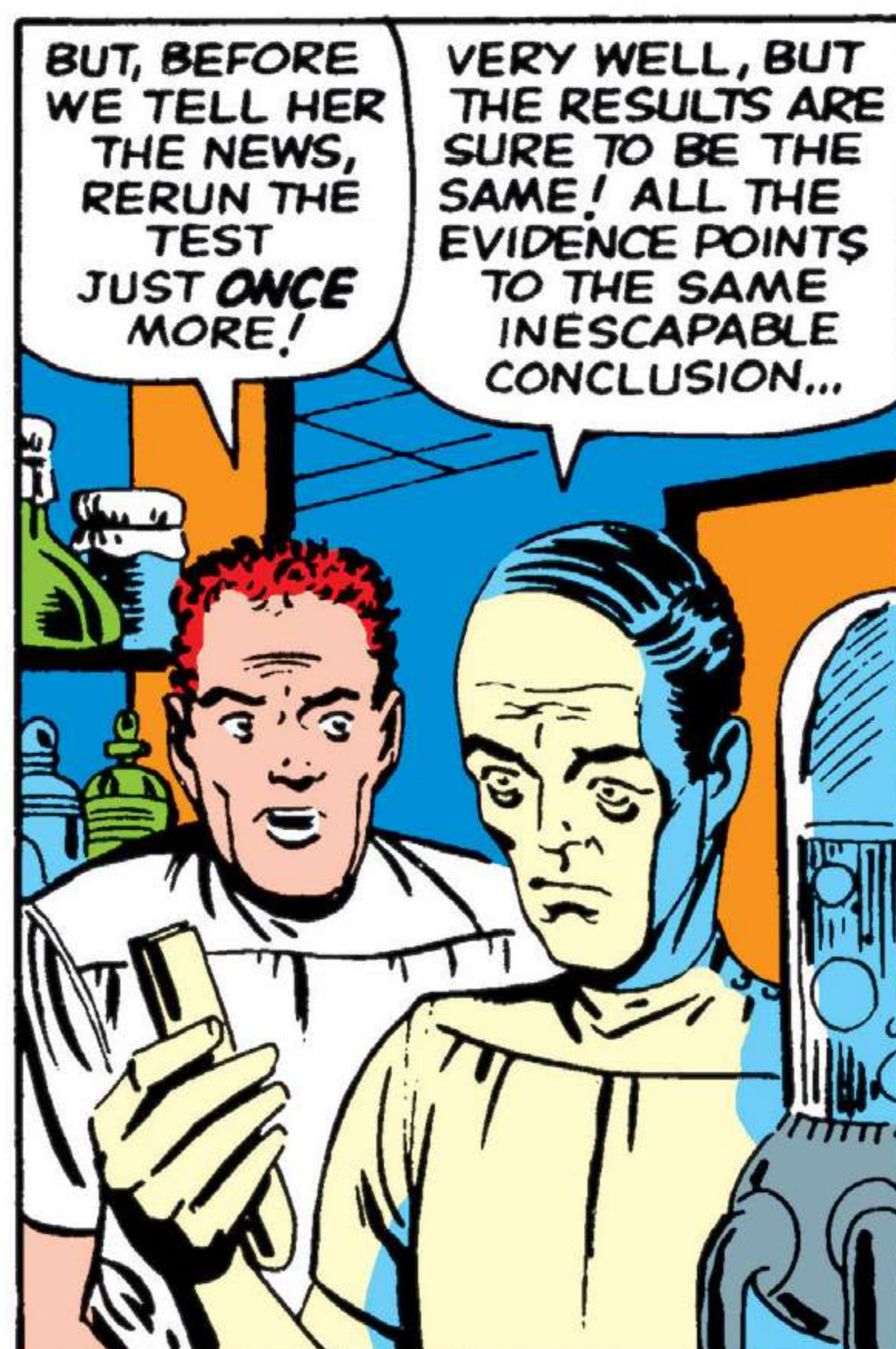
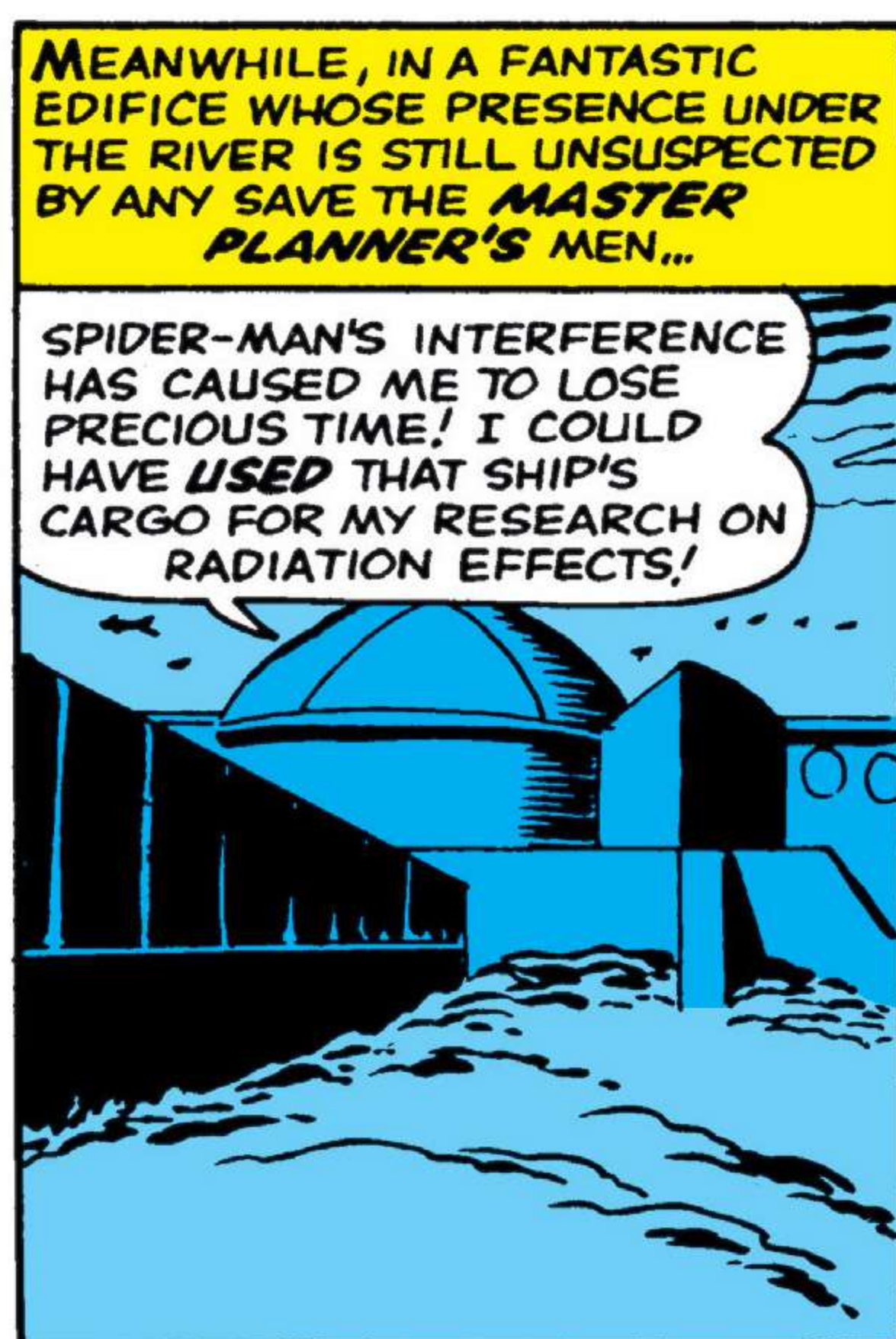
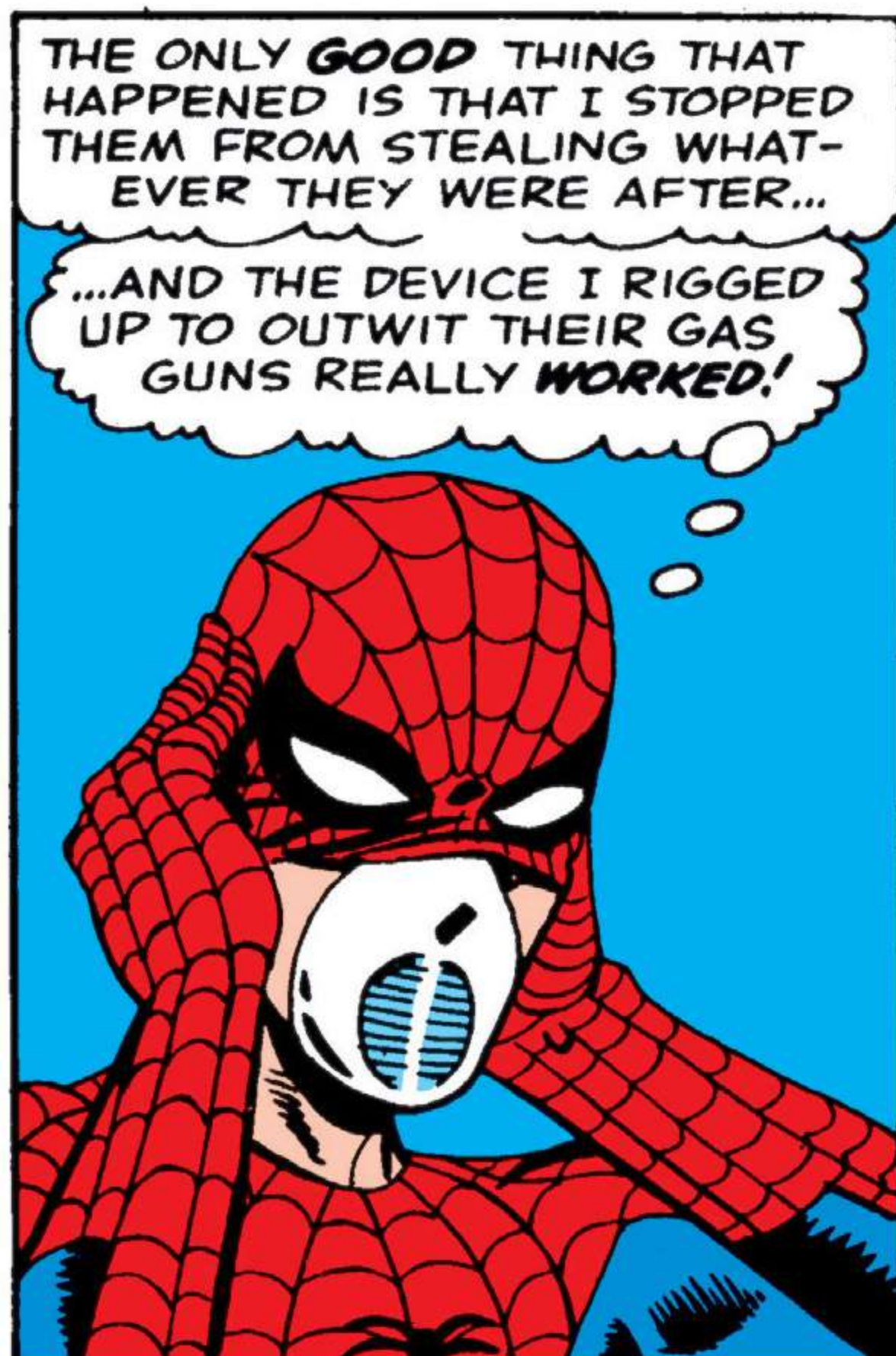
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A **CARGO NET!** DROPPED ON ME FROM A CRANE!

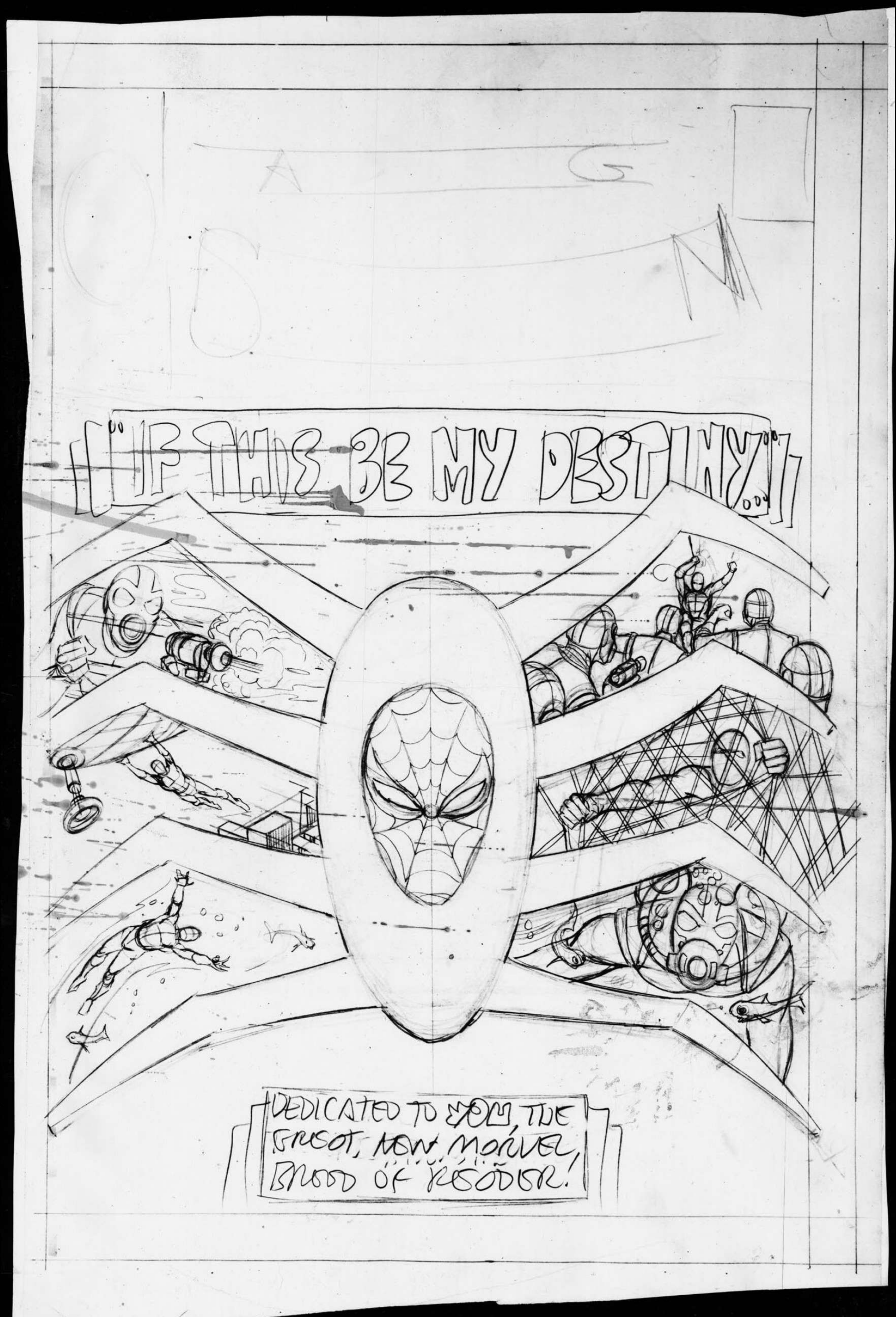
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY **HOSTILE!**







Marvel artist and Bullpen staffer Marie Severin had the foresight to save photocopies of Steve Ditko's *The Amazing Spider-Man* #31 pencil art. The only surviving copies of Ditko's Spider-Man pencils, they display his crisp linework, expressive characters and dynamic layouts.



DITKO

THE AMAZING SPIDER-MAN

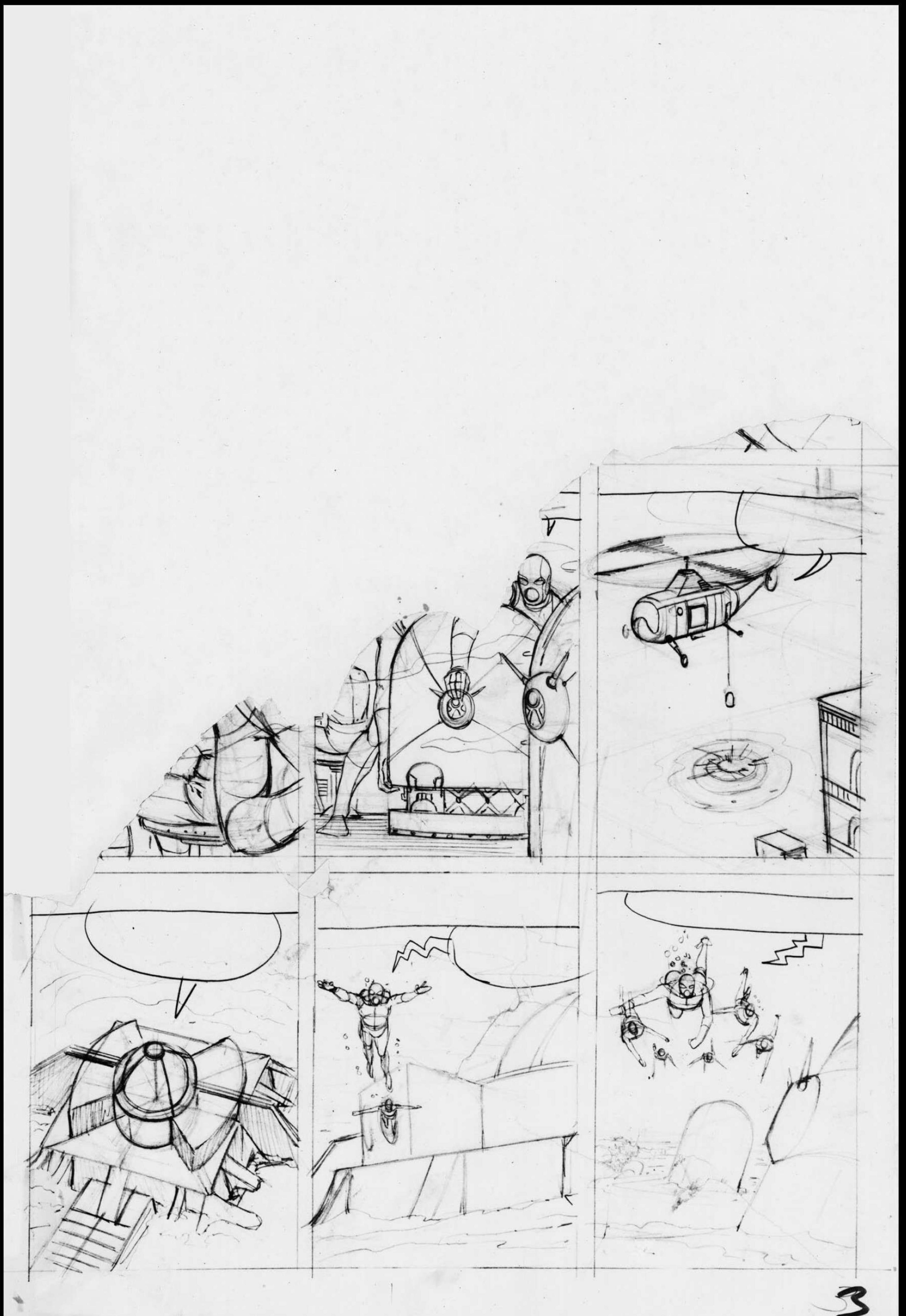
"IF THIS
BE MY
DESTINY"

A NEW
ERA IN THE
LIFE OF
SPIDER-MAN
IS ABOUT TO BEGIN,
AND YOU WILL
LIVE IT WITH
HIM!



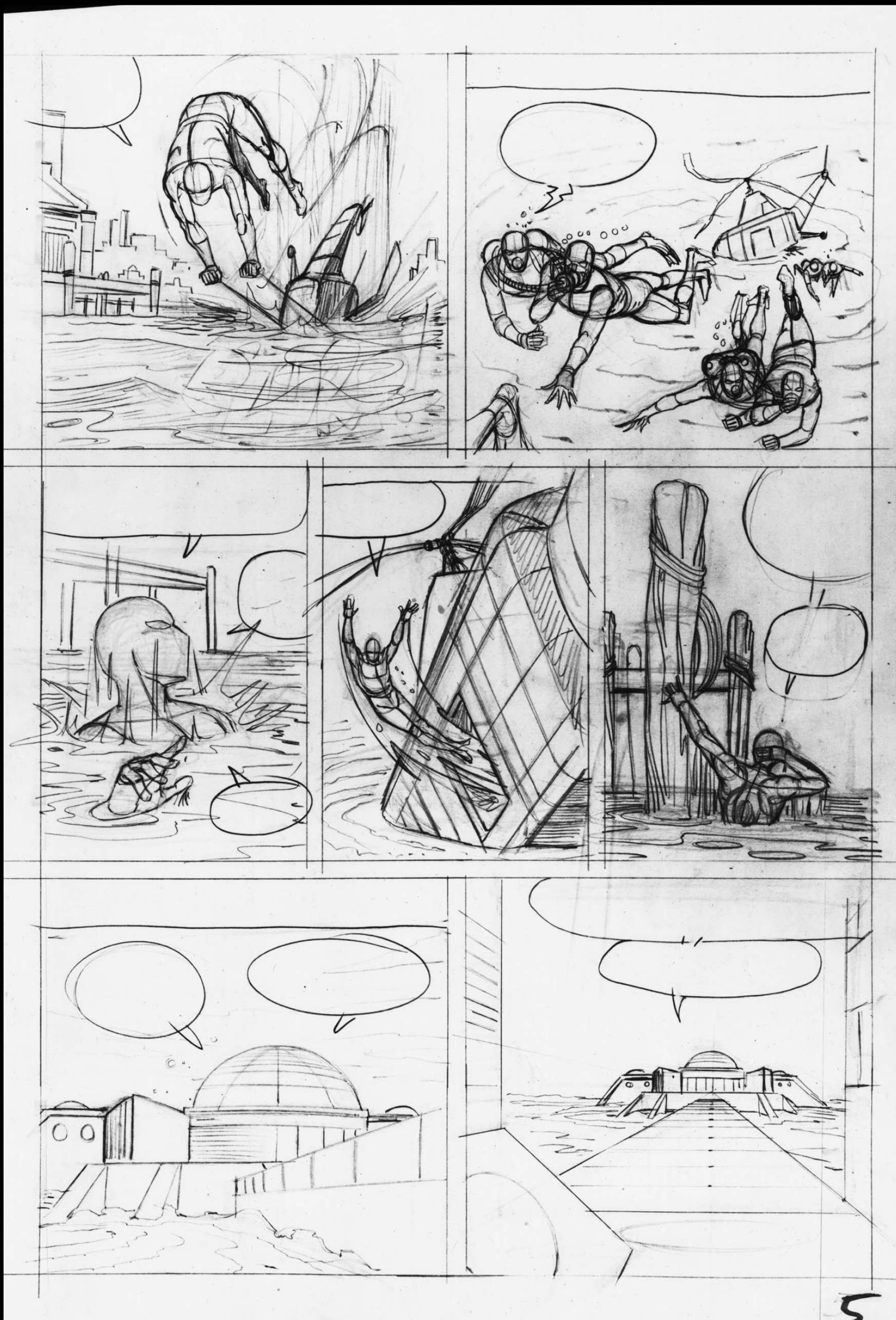
MASTERFUL SCRIPT BY STAN LEE!
MAGNIFICENT ART BY STEVE DITKO!
MEMORABLE LETTERING BY JOE VITALE!

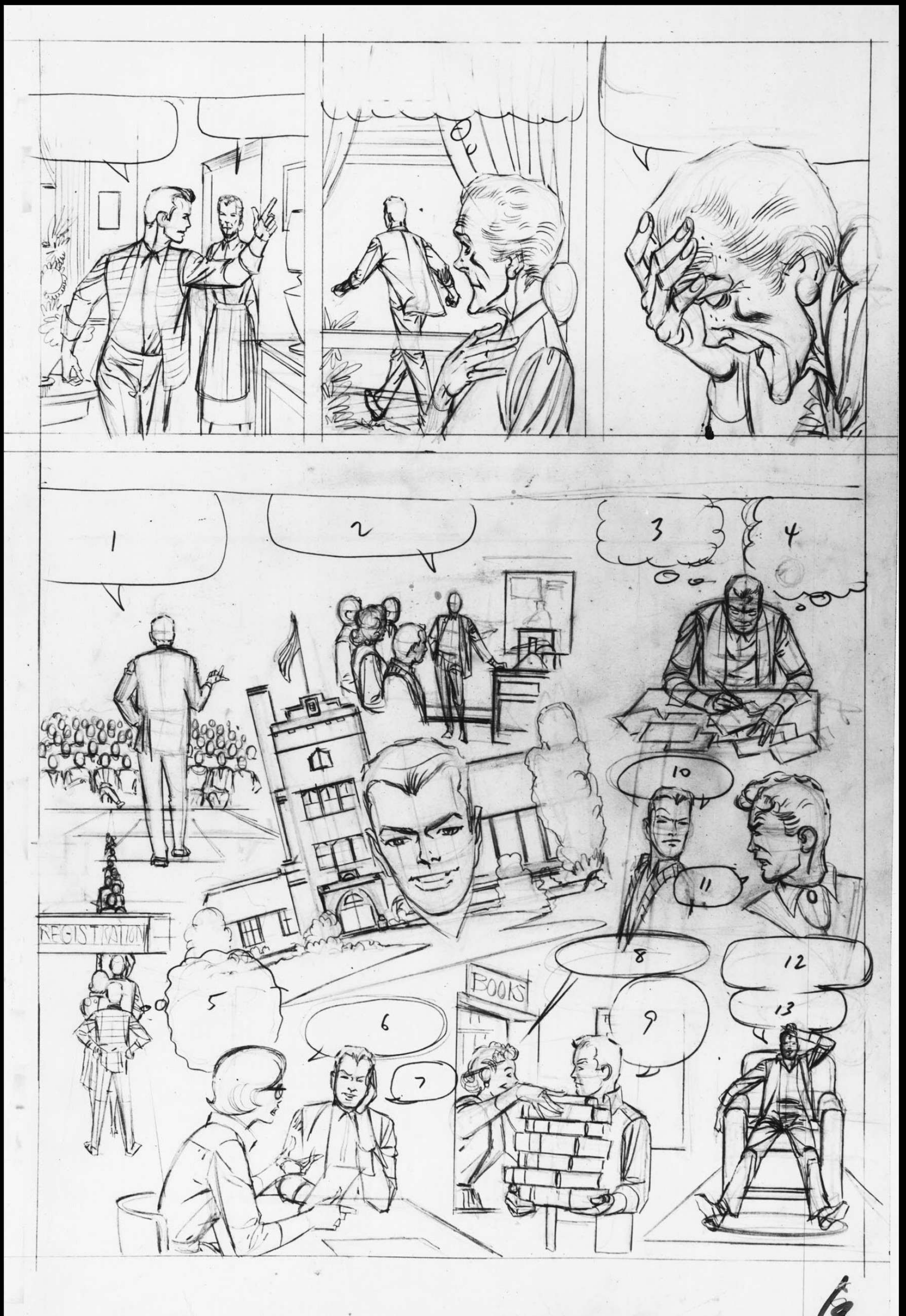




*The Amazing Spider-Man #31 page 4 pencil art photocopy
by Steve Ditko*









*The Amazing Spider-Man #31 page 8 pencil art photocopy
by Steve Ditko*

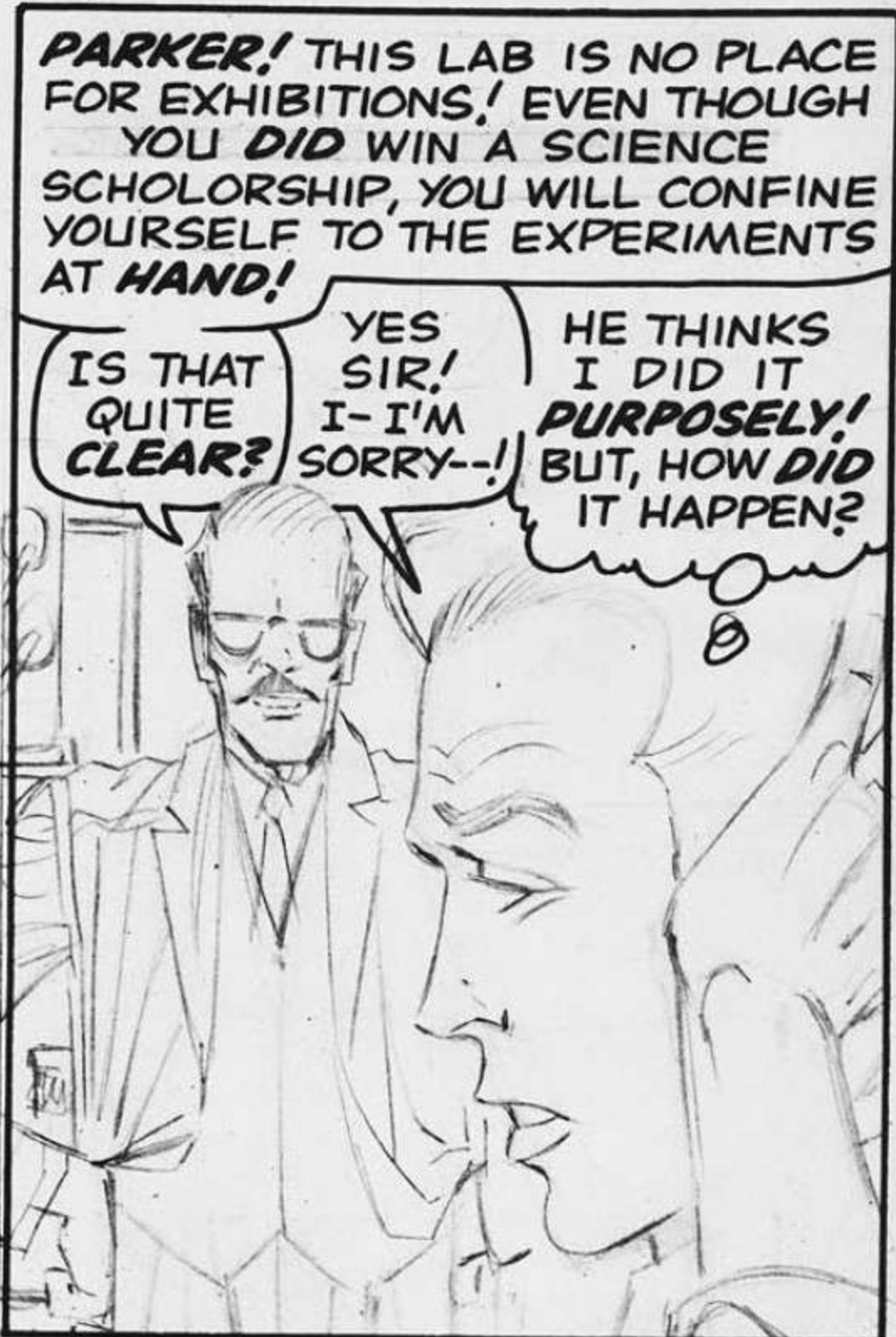








THE CHEMICALS **IGNITED!**
BUT, THAT'S **IMPOSSIBLE!**
THEY **COULDN'T** HAVE!
THEY WERE ALL
COMPLETELY **STABLE!**



PARKER! THIS LAB IS NO PLACE
FOR EXHIBITIONS! EVEN THOUGH
YOU **DID** WIN A SCIENCE
SCHOLARSHIP, YOU WILL CONFIN
YOURSELF TO THE EXPERIMENTS
AT **HAND!**

IS THAT
QUITE
CLEAR?

YES,
SIR!
I-I'M
SORRY--!

HE THINKS
I DID IT
PURPOSELY!
BUT, HOW **DID**
IT HAPPEN?



IT
WORKED
BETTER
THAN I
THOUGHT!
THIS'LL
TAKE THAT
SWELL-
HEAD
DOWN A
PEG!

IT WAS
JUST
SUPPOSED
TO BE A
JOKE! I
DIDN'T
WANT TO
GET ANY-
ONE IN
TROUBLE
WITH THE
PROF!

AWW, DON'T
LOSE ANY
SLEEP
OVER IT,
GWEN! IT
COULDN'T
HAVE
HAPPENED
TO A NICER
GUY!



TELL YOU WHAT,
DOLL-- IF IT'LL
MAKE YOU FEEL
BETTER, WE'LL
INVITE HIM FOR
A COKE AFTER
CLASS! HOW'S
THAT?

IT'S THE **LEAST**
WE CAN DO! WE
HAD NO RIGHT
TO GET
PROFESSOR
WARREN DOWN
ON HIM!

I'VE NEVER MADE
A BONEHEAD
MISTAKE LIKE
THAT IN AN
EXPERIMENT
BEFORE! I MUST
HAVE BEEN
DAY-DREAMING!

DAY-
DREAMING,
MY **FOOT!**
I JUST CAN'T
GET POOR
AUNT MAY OUT
OF MY MIND, THAT'S
ALL!



THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...

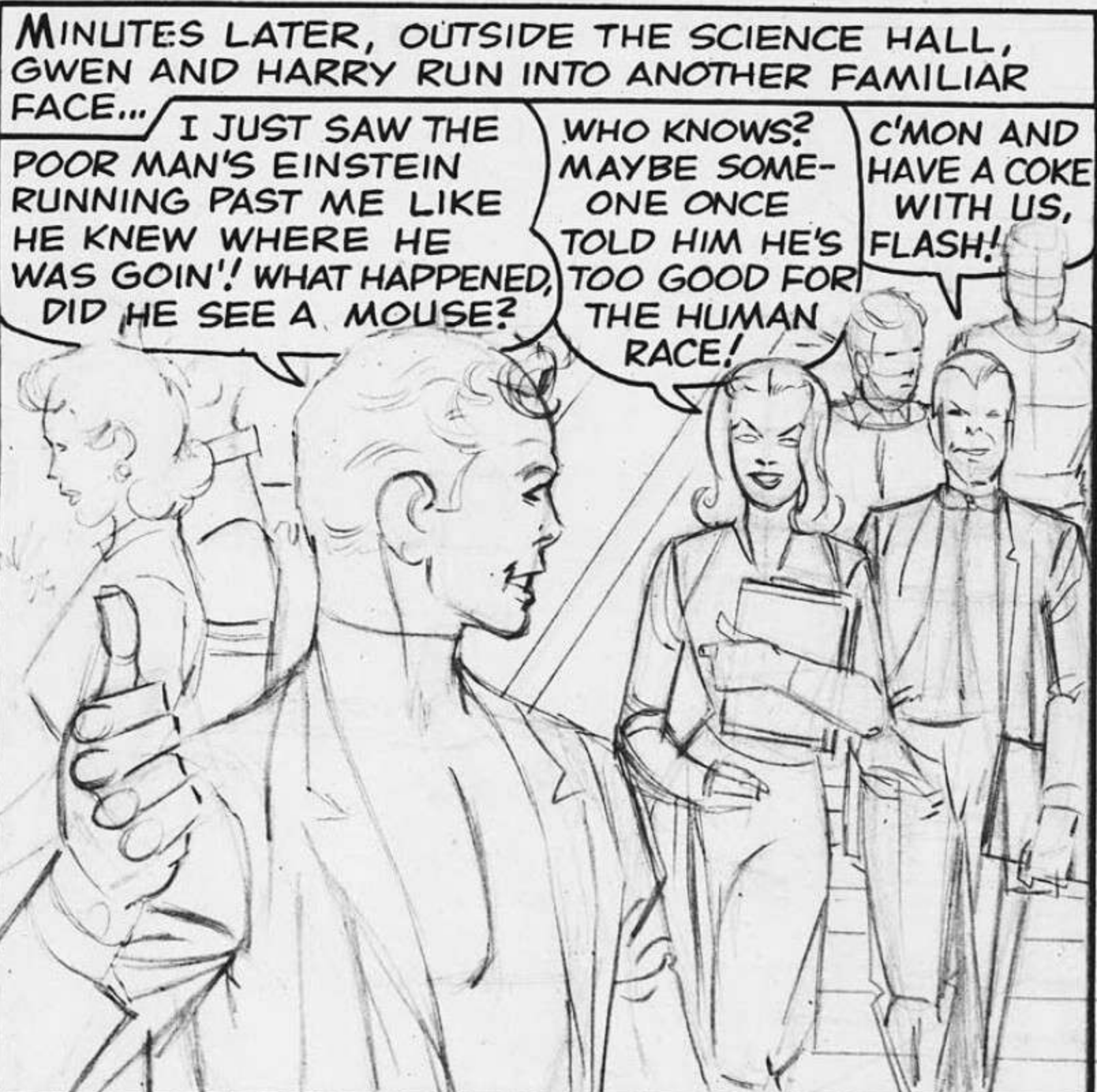
HEY, PARKER
--THE GANG'S
GOING ACROSS
THE STREET
FOR SOME
SODAS! HOW
ABOUT--?

SORRY, I **CAN'T!**
I'VE GOT TO
RUSH NOW!

WELL,
GWEN,
WE
TRIED!
GOT ANY
OTHER
SUGGES-
TIONS?

I JUST
DON'T
**UNDER-
STAND**
HIM,
HARRY!

BOY!
HOW UN-
SOCIAL
CAN YOU
BE?

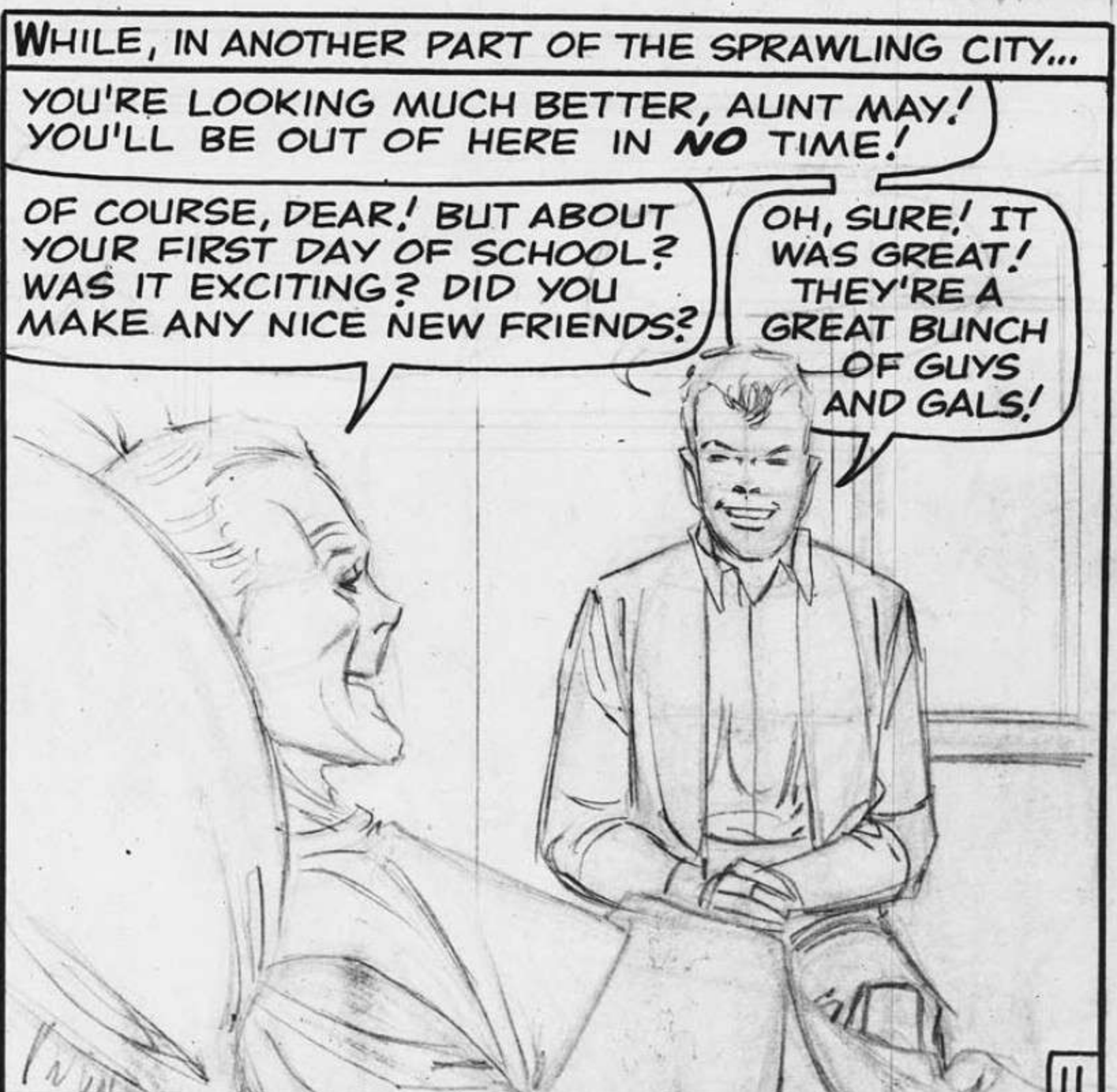


MINUTES LATER, OUTSIDE THE SCIENCE HALL,
GWEN AND HARRY RUN INTO ANOTHER FAMILIAR
FACE...

I JUST SAW THE
POOR MAN'S EINSTEIN
RUNNING PAST ME LIKE
HE KNEW WHERE HE
WAS GOIN'! WHAT HAPPENED,
DID HE SEE A MOUSE?

WHO KNOWS?
MAYBE SOME-
ONE ONCE
TOLD HIM HE'S
TOO GOOD FOR
THE HUMAN
RACE!

C'MON AND
HAVE A COKE
WITH US,
FLASH!



WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY!
YOU'LL BE OUT OF HERE IN **NO** TIME!

OF COURSE, DEAR! BUT ABOUT
YOUR FIRST DAY OF SCHOOL?
WAS IT EXCITING? DID YOU
MAKE ANY NICE NEW FRIENDS?

OH, SURE! IT
WAS GREAT!
THEY'RE A
GREAT BUNCH
OF GUYS
AND GALS!

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!

SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?



BUT, PETER PARKER **LOSES** SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...

I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!

SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!

I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!



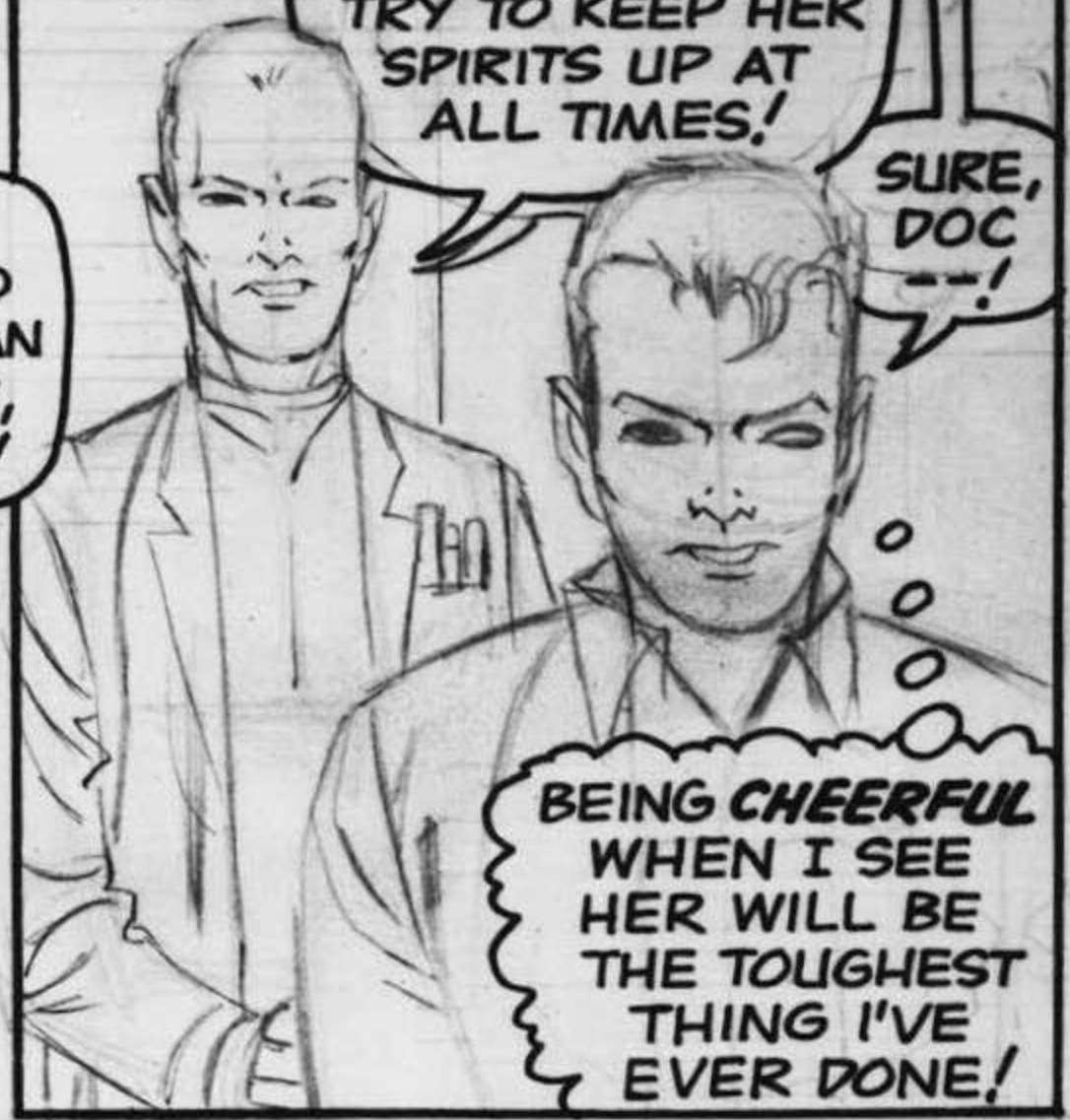
OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!

I UNDERSTAND, SIR...

BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!

SURE, DOC!

BEING **CHEERFUL** WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!



LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE **KNOWN** THERE'D BE NOTHING BUT **BILLS** AT A TIME LIKE THIS!

JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!



MAYBE I OUGHT TO **FORGET** ABOUT COLLEGE! EVEN THOUGH MY SCHOLARSHIP PAYS THE TUITION, I **STILL** CAN'T AFFORD IT!

IF I COULD GET A FULL-TIME JOB--BRING IN SOME **REAL** MONEY--**THAT'S** WHAT WE NEED!

BUT--THAT WOULD **REALLY** BREAK AUNT MAY'S HEART!



THERE'S ONLY ONE **OTHER** WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!



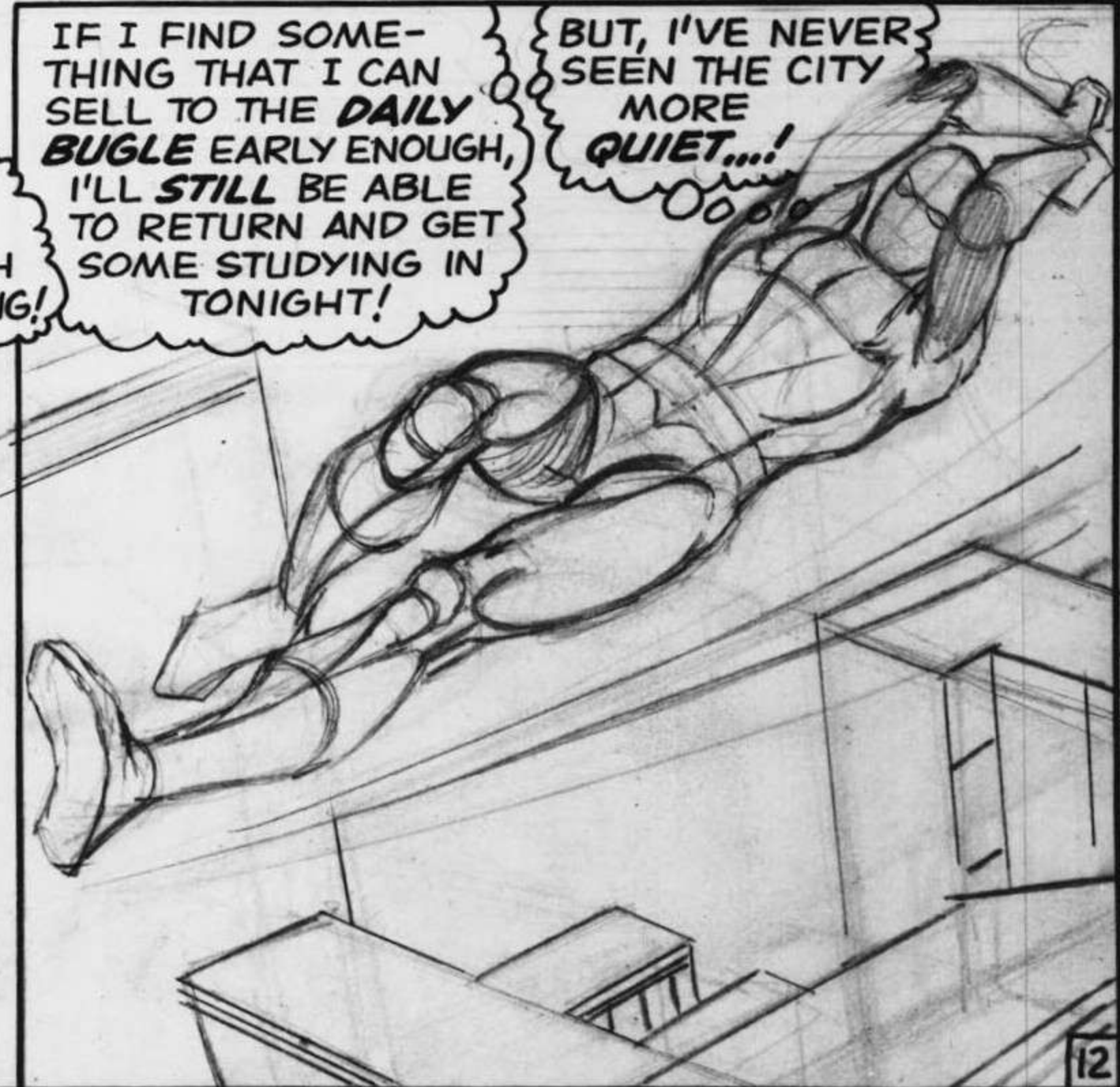
AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF **SPIDER-MAN** SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...

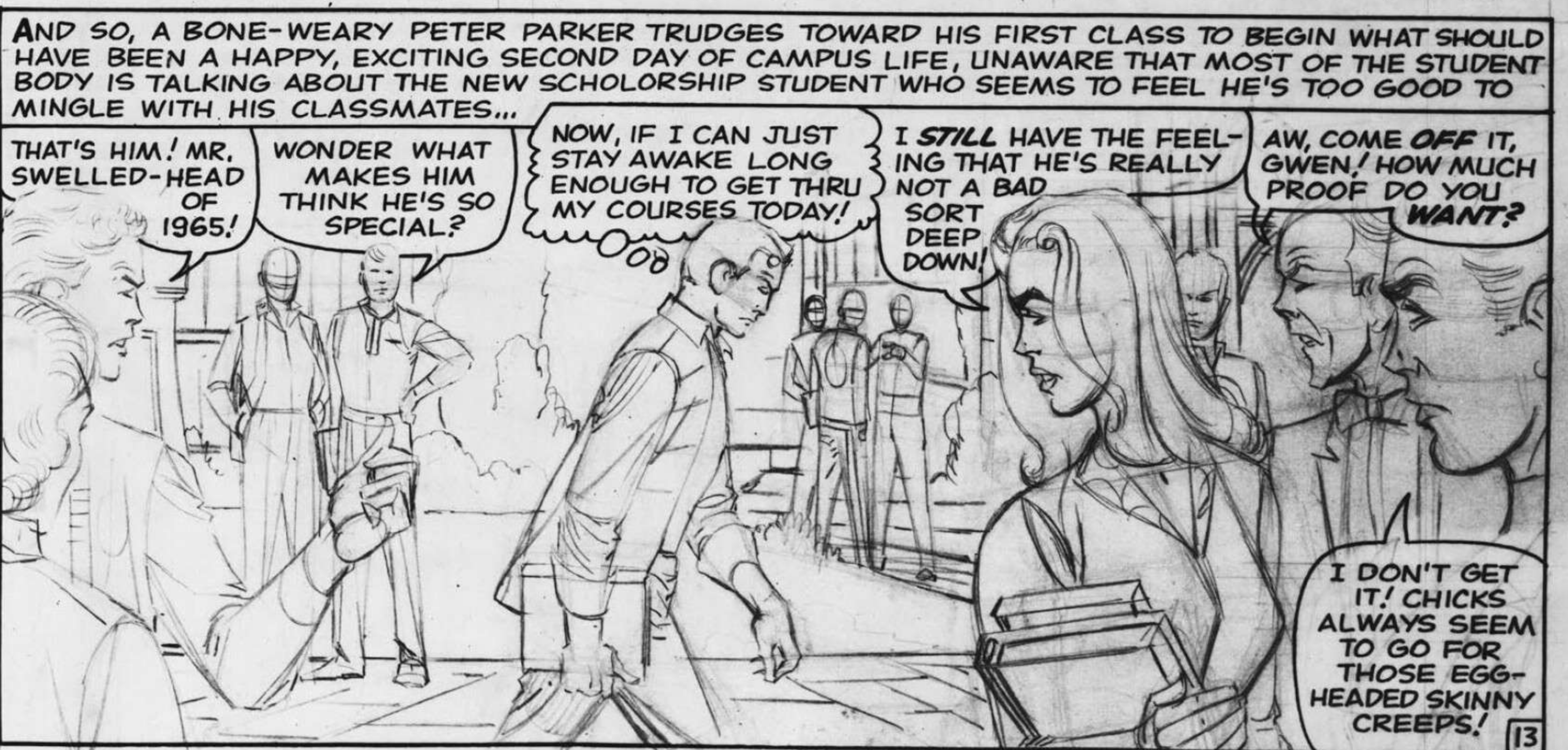
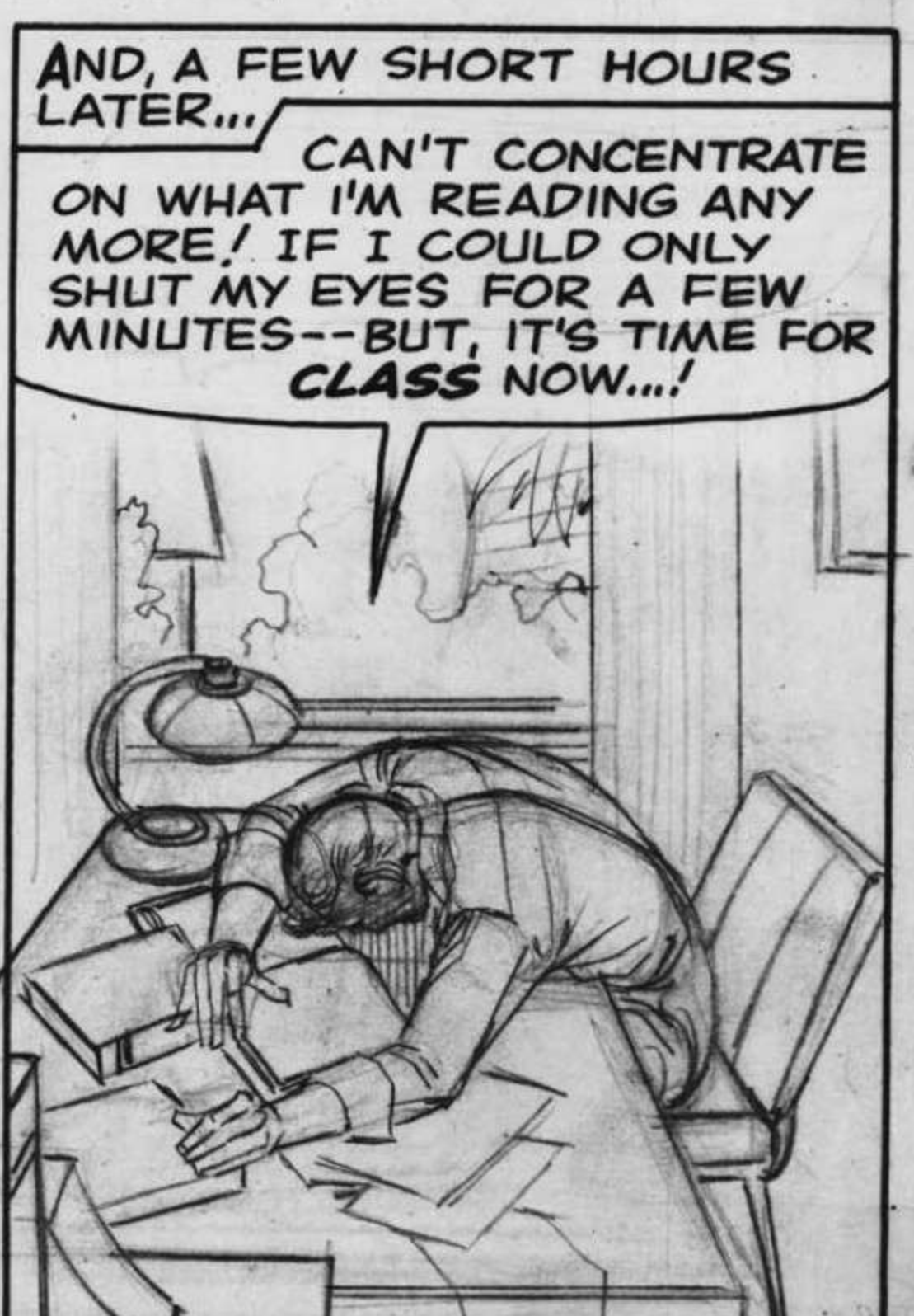
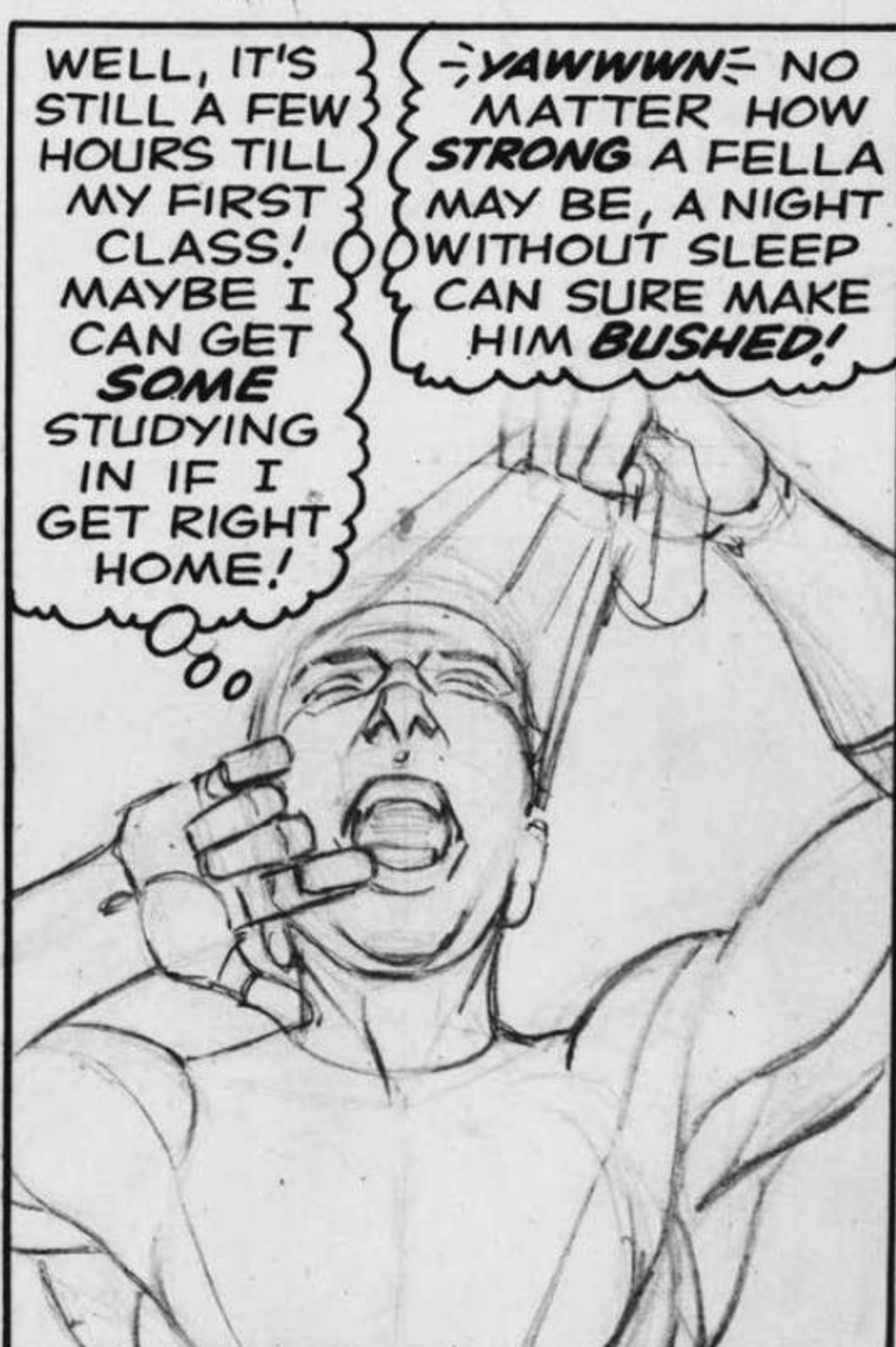
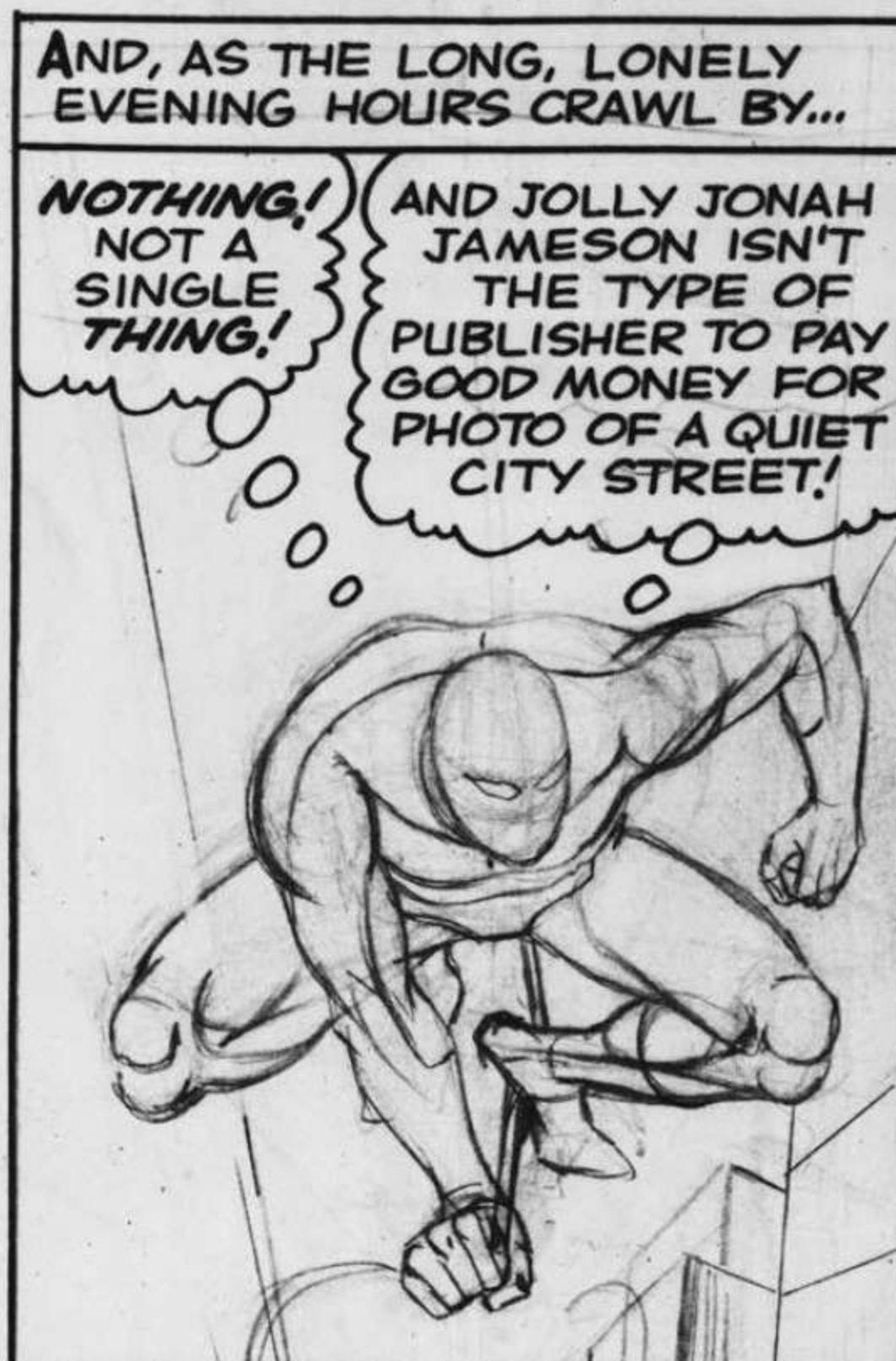
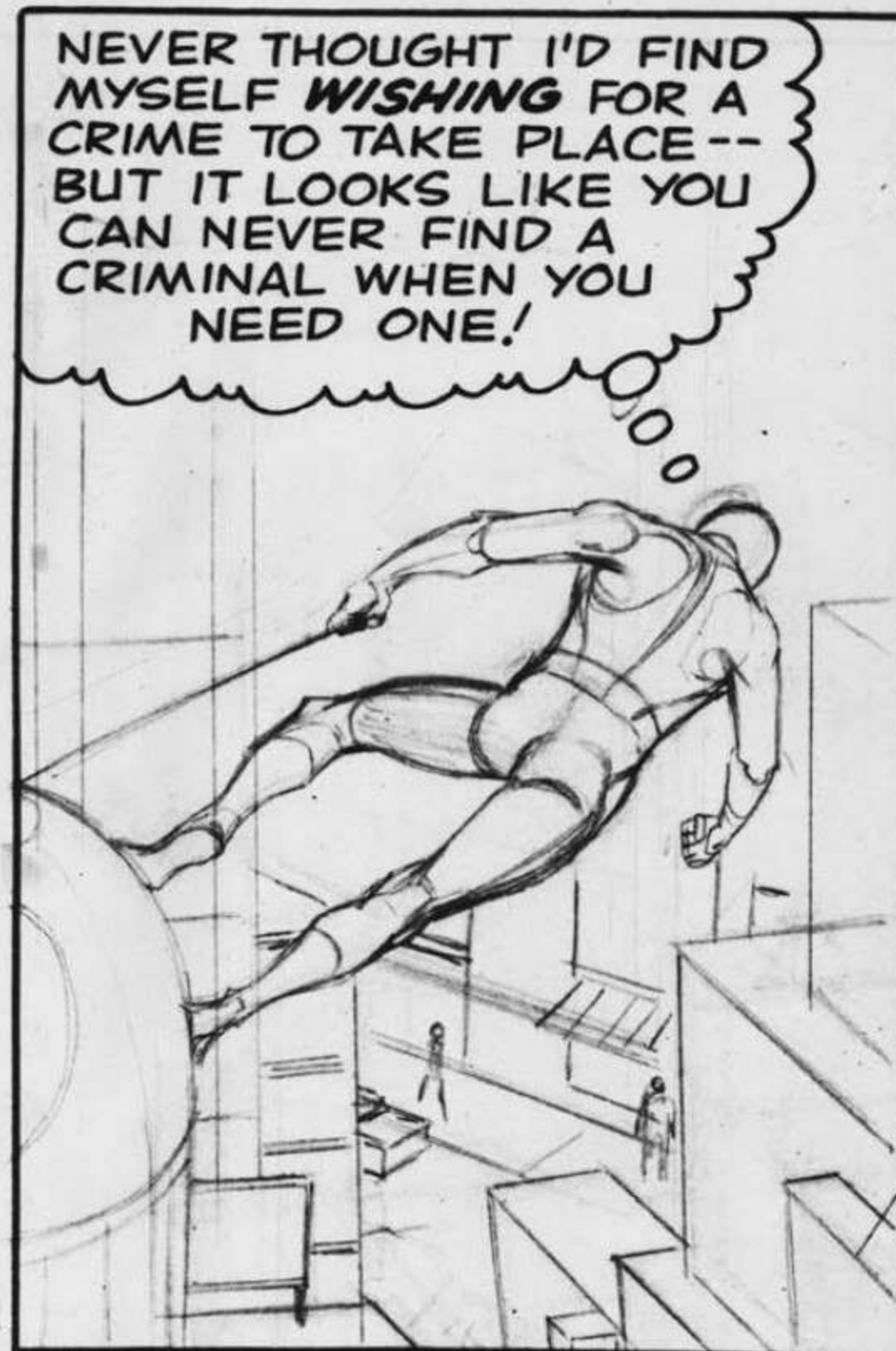
MY BELT-CAMERA IS LOADED AND READY!

NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!

IF I FIND SOMETHING THAT I CAN SELL TO THE **DAILY BUGLE** EARLY ENOUGH, I'LL **STILL** BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!

BUT, I'VE NEVER SEEN THE CITY MORE **QUIET**...!





BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING, SOMEWHERE!

I CAN'T SELL A NEWSPAPER WITHOUT NEWS! WHY DOESN'T SOMETHING HAPPEN??!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!



FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!

DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!



WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!

I'M ON MY WAY! HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL DO THAT, SIR!

YOU OLD HYPOCRITE!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED!

I'VE BEEN WANTING TO TALK TO YOU, BETTY!



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!

SURE, BETTY! I UNDERSTAND!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!

I'LL KEEP ASKING--UNTIL YOU SAY YES!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!



AND WHAT OF THE MAN CALLED **PATCH**? WE FIND HIM FREQUENT-
ING THE USUAL UNDERWORLD
HAUNTS, WHERE HIS IS A
FAMILIAR FACE...

THINGS ARE QUIET-- **TOO** QUIET!
IT GIVES ME THE FEELING OF
THE LULL--BEFORE A **STORM!**



BUT THEN, THE ALERT INFORMER
CATCHES A SNATCH OF CONVER-
SATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE
LOADING A CARGO
OF NUCLEAR DEVICES
AT PIER 6 TONIGHT!

NOTHING,
SAILOR--I WAS
JUST CURIOUS!

WHAT'S IT TO
YOU, MATE?



THAT CHARACTER
TALKING TO THE
SEAMAN IS FOXY
BRIGGS! HE'S
ONLY CURIOUS
ABOUT **ONE** THING
--**ROBBERY!**

THIS MAY
BE THE
LEAD I'VE
BEEN
LOOKING
FOR!



THUS, WHEN FOXY BRIGGS LEAVES
THE WATERFRONT SALOON, A
SHABBY-LOOKING MAN WITH AN
EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT GET **TOO** CLOSE
TO HIM! I DON'T WANT HIM
GETTING SUSPICIOUS!



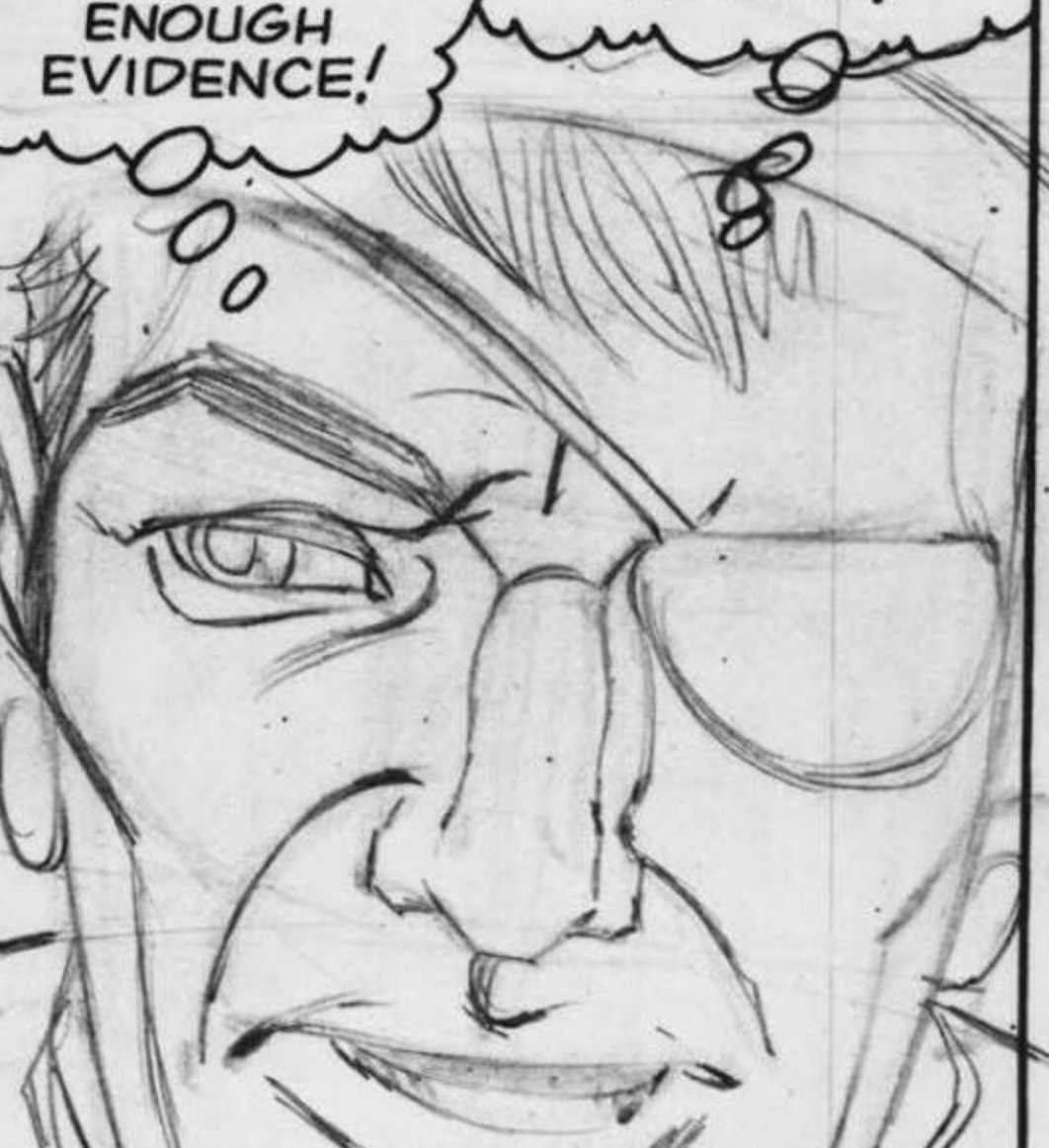
BUT, WHEN "PATCH" TURNS A
CORNER...

I **LOST** HIM!
THAT'S WHAT I GET
FOR BEING TOO
CAUTIOUS!



NOW WHAT
DO I DO?
I CAN'T TELL
THE POLICE
WHAT I
LEARNED--
I HAVEN'T
ENOUGH
EVIDENCE!

AND, IF I EVER
GIVE THEM A
BUM STEER,
THEY WON'T BE
SO TRUSTING
OF ME IN THE
FUTURE!



HONEST TO GOSH-- WE **DIDN'T**
FORGET ABOUT **SPIDER-MAN!**
YOU'LL SEE HIM REAL SOON--WE
PROMISE! BUT FIRST, LET'S RETURN
TO EMPIRE STATE U. JUST ONCE
MORE--

PETER PARKER IS THE
ONLY BOY I'VE MET WHO HASN'T
GIVEN ME A
TUMBLE!



AND THAT'S A CHALLENGE **NO**
GIRL CAN RESIST!

HE'S LEAVING THE
LAB NOW! THIS IS
MY CHANCE TO GET
TO KNOW HIM
BETTER!

IF I GET
TO THE
HOSPITAL
EARLIER,
I'LL BE ABLE
TO VISIT
LONGER
WITH AUNT
MAY!



HEL-LO THERE,
PETER! I'M
GLAD I BUMPED
INTO YOU! DO
YOU HAVE A
MINUTE--?

I'M AWFULLY
SORRY! YOU'LL
HAVE TO
EXCUSE ME!
I'M IN A REAL
BIG HURRY!
CAN'T STOP NOW!



WHY--THE UNMITIGATED **NERVE** OF HIM!

NOBODY GIVES **GWEN STACY** THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO **REGRET** THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF COURSE I AM! YOU JUST WORRY ABOUT **YOURSELF**, AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF **SPIDER-MAN** SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE....!

I JUST **HAVE** TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL **GONE!**

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...

A FLASHING LIGHT DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO **SIGNAL** ME!

MIGHT BE A **TRAP**-- BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE **KNOWS** ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR **HELP!**

SORRY, MISTER! I'M FLAT BROKE MYSELF!

WAIT! THIS ISN'T A **TOUCH!** I THINK THERE'S GONNA BE A **ROBBERY** AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE-- BUT **YOU** COULD CHECK ON IT!

IF MY TIP IS **RIGHT**, AND YOU CATCH 'EM--I WANT SOME **CREDIT!**

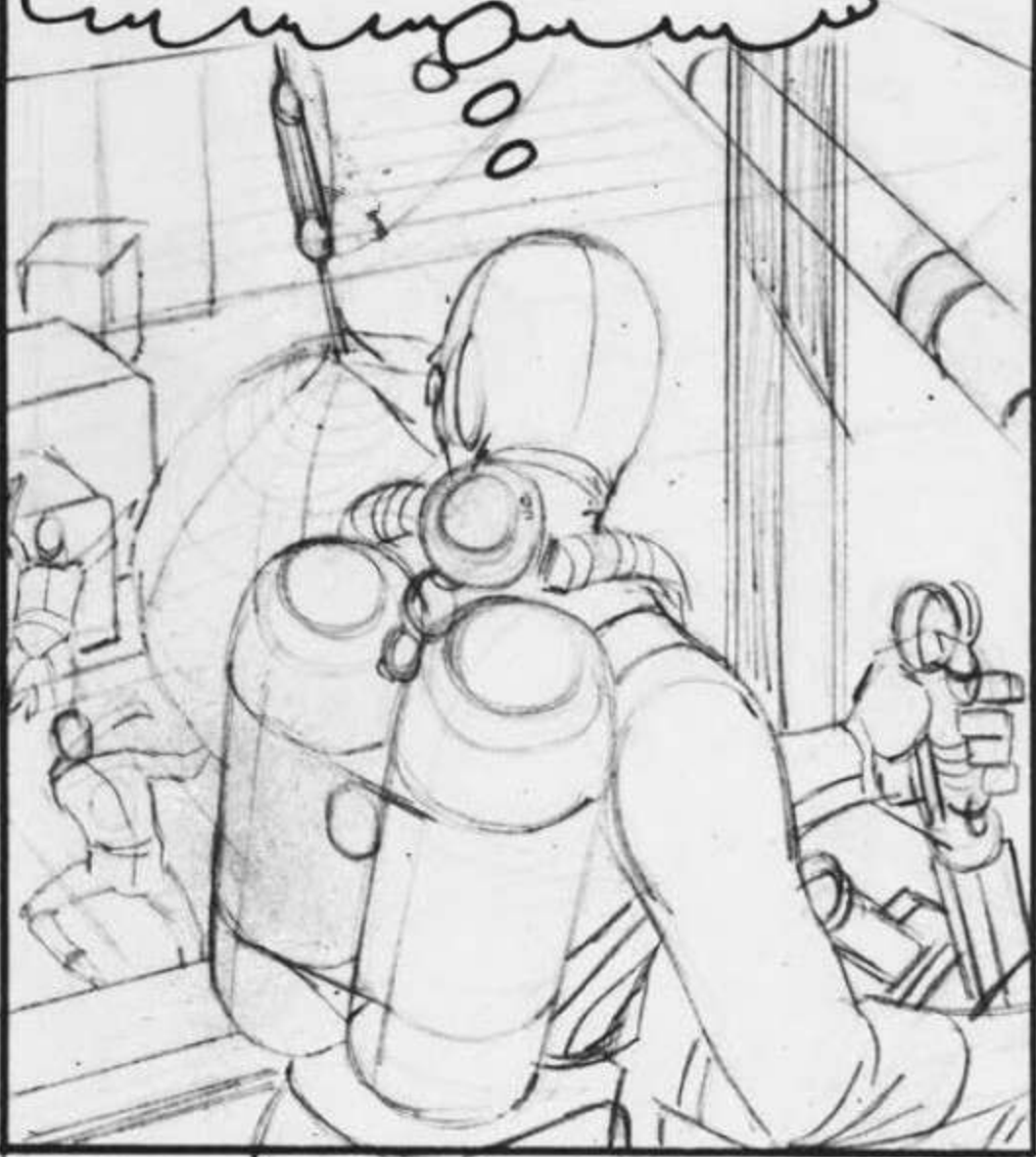
SURE! SURE! I'LL REMEMBER YOU IN MY **WILL!**

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!



MEANWHILE, HIGH ABOVE THE
FIGHTING TEEN-AGER...

NOW THAT I'VE GAINED
CONTROL OF THE **CARGO**
BOOM, I'LL USE IT TO
FINISH OFF SPIDER-MAN!



BUT, THE MASKED CRIMINAL
HAD RECKONED WITHOUT OUR
HERO'S AMAZING **SPIDER SENSE**....!

SOMETHING SWINGING
TOWARDS ME! I'LL
JUST LEAP ABOARD
FOR THE RIDE!



BLAST IT! HE'S
USING IT TO BOWL
OUR OWN MEN
OVER LIKE TEN-
PINS!



DON'T
RUSH,
BOYS!
I'LL GET
TO **ALL**
OF YOU!

UH OH! THEY'RE TRYING TO
DISPOSE OF THE EVIDENCE
AGAIN BY DROPPING IT IN
THE WATER!

HOLD IT, GROUP!
WAIT FOR ME!



YOU'RE
LIABLE TO
DROP THOSE
CRATES! BUT,
THIS STICKY
WEBBING WILL
HOLD THEM
FAST!

NO, DON'T THANK
ME! IT'LL MAKE
ME **BLUSH!**



FWIP!

WE'VE GOT
TO **STOP**
HIM, ONCE
AND FOR
ALL!

A **FINE** WAY
TO TALK ABOUT
THE FRIENDLIEST
CRIME-FIGHTER
IN TOWN!

DUCK! WE'LL
GET HIM
FROM **ABOVE!**



THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A **CARGO** NET!
DROPPED ON ME
FROM **ABOVE!**

IF I DIDN'T
KNOW
BETTER, I'D
CLASSIFY
YOUR
ACTIONS AS
INCREASINGLY
HOSTILE!





THE ONLY **GOOD** THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHAT-EVER THEY WERE AFTER...

...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY **WORKED!**



MY DRY CHEMICAL FILTER SUCCEEDING IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!

I SURE AM GLAD I DECIDED TO MAJOR IN **SCIENCE**-- WHAT WOULD I DO **WITHOUT** IT?



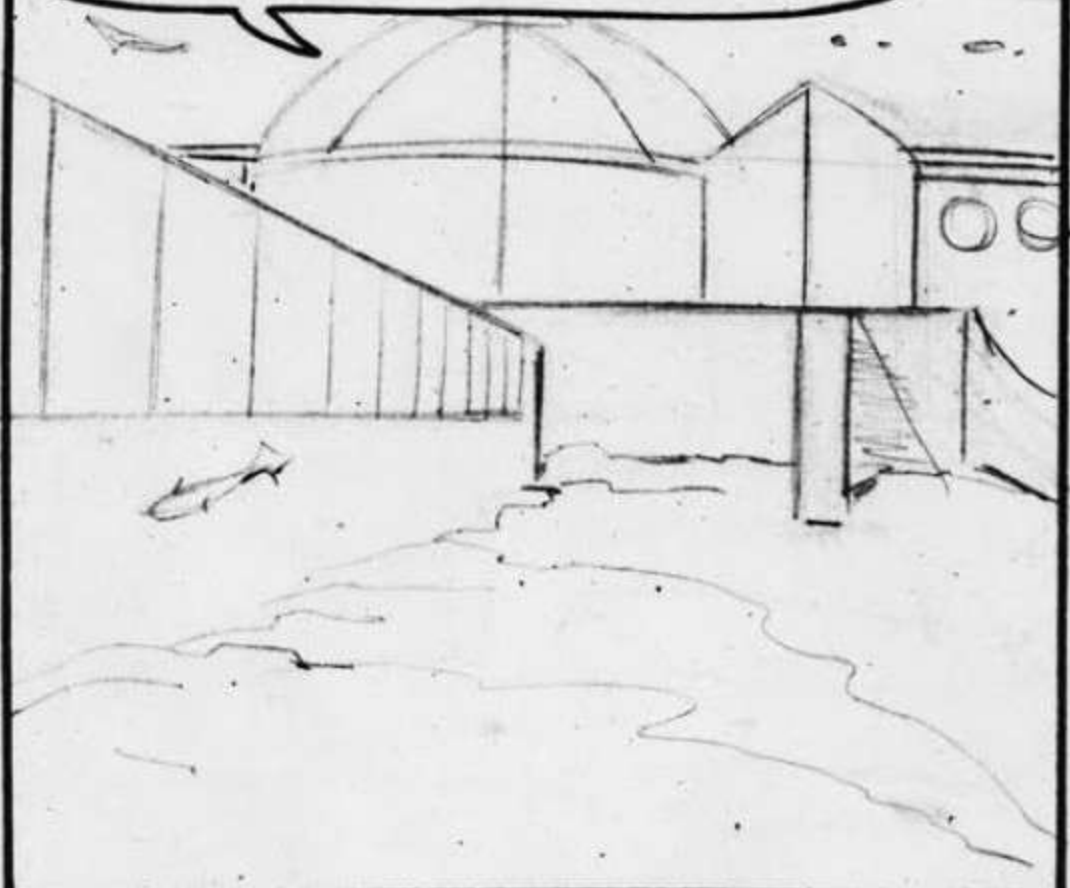
WELL, I CAN ALWAYS PAT MYSELF ON THE BACK **LATER!** RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE **NEWS PHOTOS!**

AND, IF I **FIND** ANY, I HOPE I REMEMBER TO **SNAP 'EM** NEXT TIME!

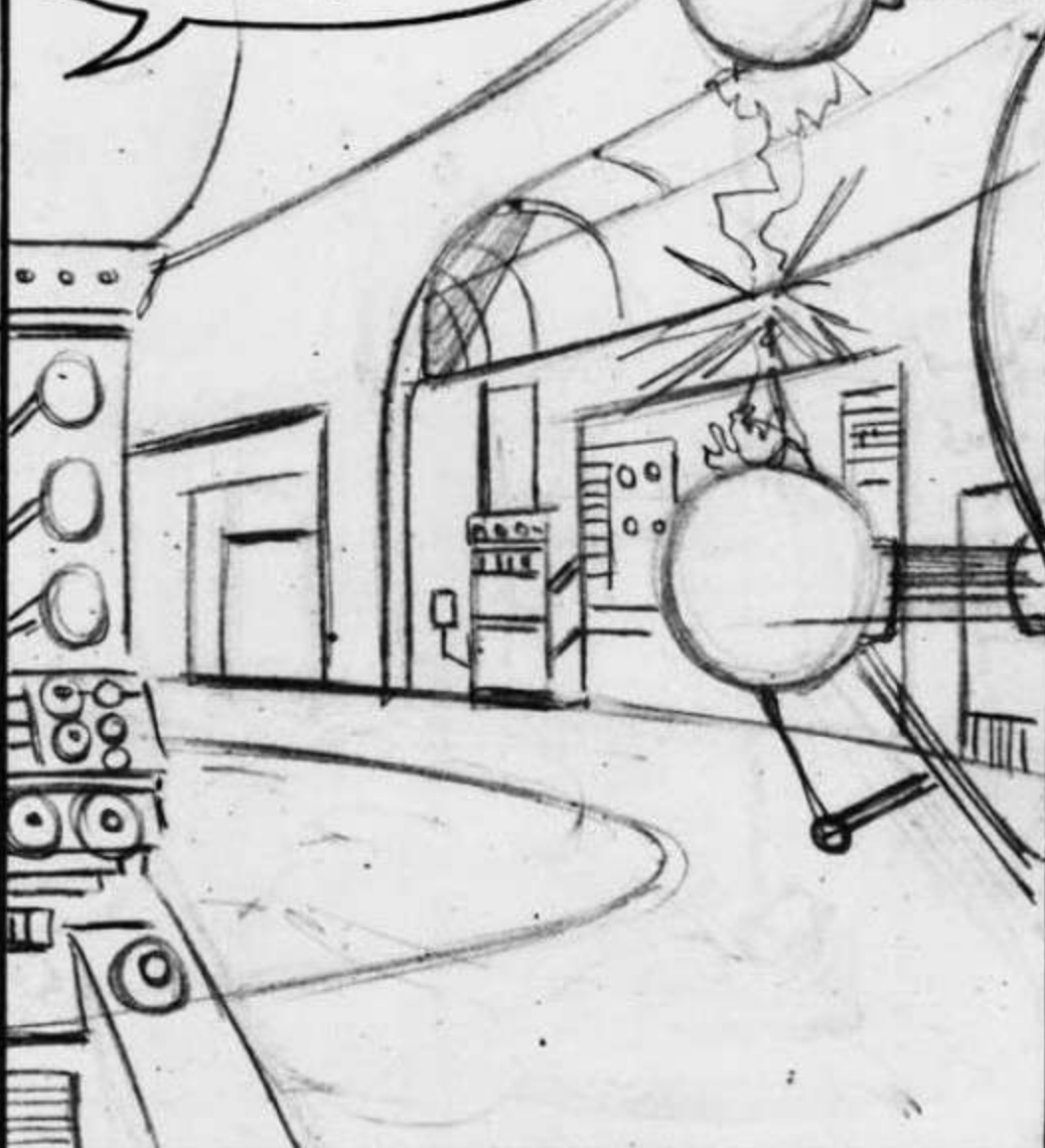


MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE **MASTER PLANNER'S** MEN...

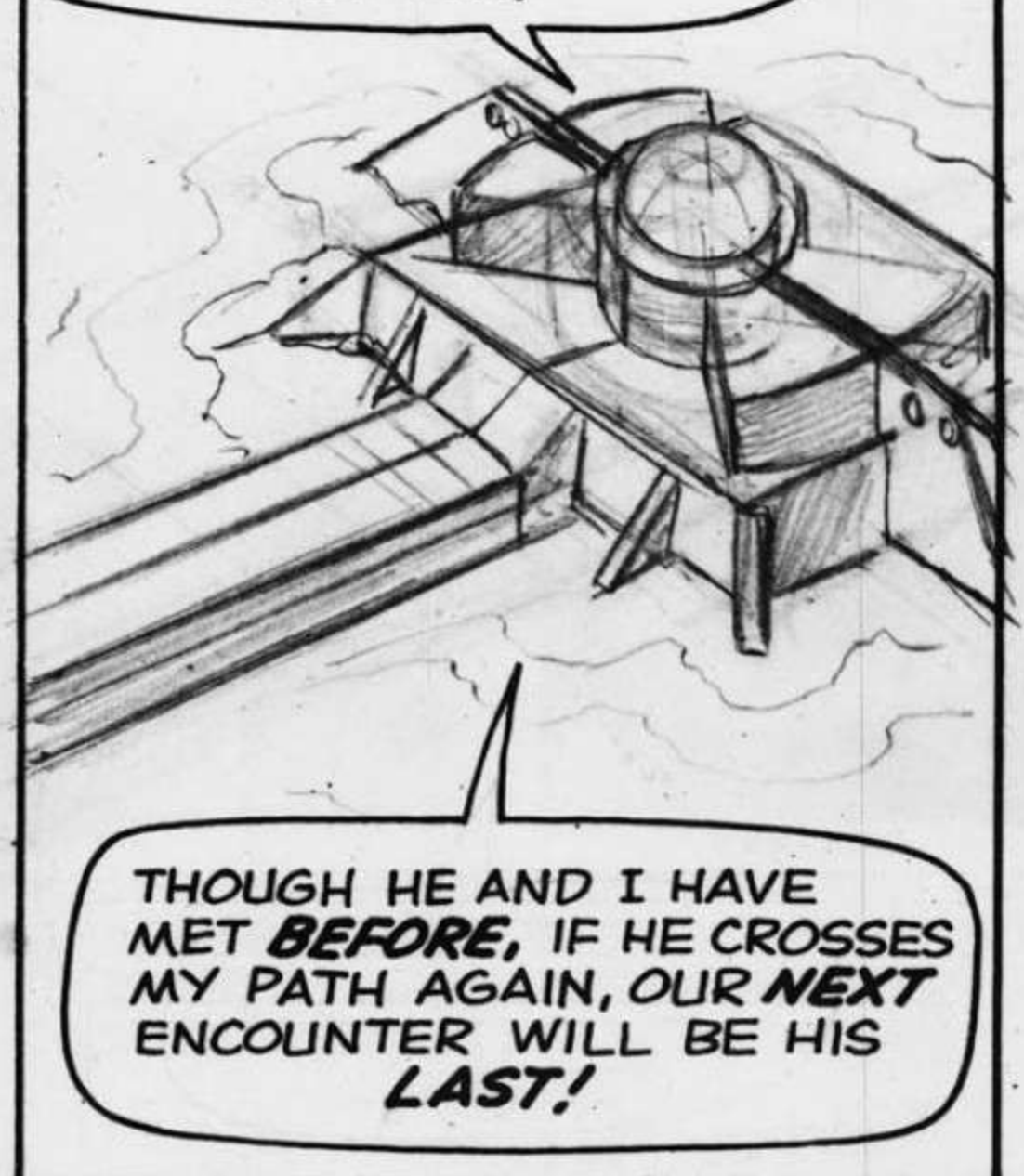
SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE **USED** THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!



IF MY **RAY** CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE **WORLD** IN TIME!



BUT, I SHALL TOLORATE NO FURTHER MEDDLING BY **SPIDER-MAN!** EVEN **HE** HAS NOT THE POWER TO STOP ME!



THOUGH HE AND I HAVE MET **BEFORE**, IF HE CROSSES MY PATH AGAIN, OUR **NEXT** ENCOUNTER WILL BE HIS **LAST!**

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...

ARE YOU **CERTAIN?** PERHAPS THERE HAS BEEN A MISTAKE!

NO! IT'S JUST WISFUL THINKING ON YOUR PART!

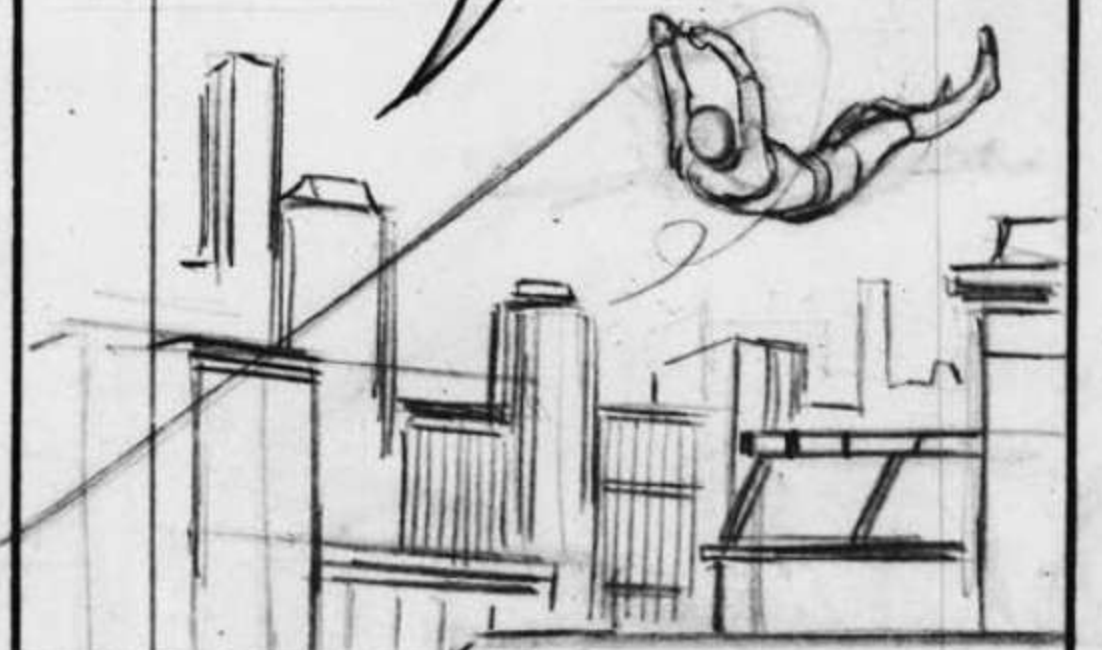


BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST **ONCE** MORE!

VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...



...THE POOR WOMAN CAN'T LAST MUCH LONGER!



NEXT ISSUE! WE SHALL LEARN THE FATE OF PETER PARKER'S **AUNT MAY**, AS WELL AS THE IDENTITY OF--THE **MASTER PLANNER!** BECAUSE YOU'RE **OUR** KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST **NOT** MISS IT! **'NUFF SAID!**